

**AFL/SS/SE/14/2018-2019**

**28<sup>th</sup> June, 2018**

The National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra Kurla Complex  
Bandra East  
Mumbai 400 051

BSE Ltd.  
P.J. Towers  
Dalal Street  
Mumbai 400 001

Dear Sir,

**Sub: Intimation of Postal Ballot.**

Further, to our intimation dated 27th June, 2018 informing about Postal Ballot, the copy of the notice of postal ballot is attached herewith.

The company has engaged the services of National Securities Depository Limited (NSDL) for providing e-voting facility.

The notice of postal ballot with the explanatory statement, instructions for e-voting and postal ballot form are available on the website of the company [www.accelfrontline.com](http://www.accelfrontline.com)

Thanking you.

Yours faithfully,

**For Accel Frontline Limited**



**S.Sundaramurthy**  
**Company Secretary**



Encl.: as above

**ACCEL FRONTLINE LIMITED**

CIN: L30006TN1995PLC031736

Registered Office: First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010.

Tel: 044 - 4225 2000, Fax: 044 - 2642 4271

Email: sundaramurthy.s@accelfrontline.com Website: www.accelfrontline.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 ACCEL FRONTLINE LIMITED**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, to transact the Special Business, set out in this Notice, as Special Resolution, through Postal Ballot by the Members of Accel Frontline Limited ("the Company").

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to Section 102 of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope.

The Board of Directors of the Company at its meeting held on 26/06/2018 has appointed Mr. M. Alagar, Practicing Company Secretary (Membership No. F7468 and CoP No. 8196) of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the Postal Ballot process/e-voting process in a fair and transparent manner.

In compliance with provisions of Section 108, 110 of the Companies Act, 2013 and other applicable provisions, if any, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time the Company has also extended e-voting facility to its members. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL). The e-voting facility is available from 29/06/2018 (09:00 A.M.) till 28/07/2018 (05:00 P.M.). For e-voting, please read carefully the "process/instructions for e-voting" enumerated in the notes to this Notice. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

Members are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer, at the Registered Office of the Company at First Floor, Dowlath Towers, New Door Nos. 57, 59, 61 & 63, Taylors Road, Kilpauk, Chennai - 600 010 on or before 05:00 P.M. on 28/07/2018 which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

The Notice of the Postal Ballot has also been uploaded on the Company's website [www.accelfrontline.com](http://www.accelfrontline.com) under 'Investors Section'.

The Scrutinizer, after completion of scrutiny, will submit his report to the Company latest by 30/07/2018. The result of the Postal Ballot will be announced on 30/07/2018 at the Company's Registered Office. In addition to the results being communicated to Stock Exchanges, the results along with Scrutinizer's report will also be placed on the company's website i.e. [www.accelfrontline.com](http://www.accelfrontline.com) and on the website of NSDL and shall also be displayed at the Company's Registered Office.

**SPECIAL BUSINESS:**

Item No.: 1

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution, for change in the name of the Company from 'M/s. Accel Frontline Limited' to 'M/s. Inspirisys Solutions Limited' and consequent amendment to Memorandum of Association and Articles of Association of the Company.

"RESOLVED THAT pursuant to the provisions of Section(s) 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 'M/s. Accel Frontline Limited' to 'M/s. Inspirisys Solutions Limited'.

"RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

I. The name of the Company is 'M/s. Inspirisys Solutions Limited'.

"RESOLVED FURTHER THAT the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution."

By order of the Board  
For Accel Frontline Limited

Malcolm F. Mehta  
Chairman and Chief Executive Officer

Place: Chennai  
Date: 26/06/2018

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. The Postal Ballot Notice is being sent to all the members of the Company, whose names appear in the Register of Members and list of beneficial owners as received from the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 22/06/2018 (cut-off date) and these members will be entitled to participate in the postal ballot and e-voting and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date. Notice shall also be available on the website of the Company i.e. [www.accelfrontline.com](http://www.accelfrontline.com)
3. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode (i.e. through registered / speed post or courier), along with a postage prepaid self-addressed Business Reply Envelope to all the members of the Company.
4. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting/physical ballot.
5. The Board of Directors has appointed Mr. M.Alagar, Practicing Company Secretary (Membership No. F7488 and CoP No. 8196) of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai, as the Scrutinizer to conduct the postal ballot voting process including voting through electronic means, in a fair and transparent manner.
6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use by the Member(s).
7. Members can cast their vote online from 29/06/2018 (09:00 A.M. onwards) till 28/07/2018 (upto 5:00 P.M.) as the e-voting module shall be disabled for voting by NSDL thereafter, no voting shall be allowed beyond 5:00 P.M. of 28/07/2018. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope (BRE), so as to reach the Scrutinizer on or before 5:00 P.M. on 28/07/2018. Please note that any Postal Ballot Form(s) received after that date and time will be treated as not having been received.
8. Documents related to the above mentioned resolution are open for inspection at the registered office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 04:00 P.M. till 28/07/2018.
9. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
10. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company / Depository Participant(s) for receiving all communication from the Company electronically.
11. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid, notwithstanding whichever option is exercised first. For voting, please read carefully the "Procedure/Instructions for voting" enumerated herein.

**12. PROCEDURE / INSTRUCTIONS FOR VOTING**

**PHYSICAL VOTING**

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

**E-VOTING**

The instructions for Members for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below :**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer or by e-mail to [alagar@geniconsolutions.com](mailto:alagar@geniconsolutions.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. In case of any queries or issues regarding e-voting you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available in the 'downloads' section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on Toll Free no. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. In case of electronic mode (for e-voting instructions), Members may go through the instructions given in the Notice and in case of any queries / grievance in relation to voting by electronic means can be addressed to NSDL. Ms. Pallavi Mhatre, (Assistant Manager), NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), Tel: 1800 222 990/ 91 22 2499 4200 / 91 22 24994545.

5. Mr. M. Alagar, Practicing Company Secretary (Membership No. F7488 and CoP No. 8196) of M/s. M. Alagar & Associates, Practicing Company Secretaries, Chennai, has been appointed as the Scrutinizer to conduct the postal ballot voting process including voting through electronic means in a fair and transparent manner.
6. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the result of the Postal Ballot will be announced on 30/07/2018 at the Registered Office of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.accelfrontline.com](http://www.accelfrontline.com) and on the NSDL website.
7. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the declaration of postal ballot i.e. 30/07/2018.
8. The voting period begins at 09:00 AM on 29/06/2018 and will end at 05:00 PM on 28/07/2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 22/06/2018, may cast their vote electronically. The e-voting module shall be disabled by NDSL for voting thereafter.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT  
TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. : 1**

The Board of Directors of the Company through Circular Resolution approved the Change of name of the Company from M/s. Accel Frontline Limited to M/s. Inspirisys Solutions Limited as approved by the Ministry of Corporate Affairs (MCA) / Registrar of Companies (ROC) and this is due to the exit of the erstwhile promoters to whom the name "Accel" belongs to.

The Ministry of Corporate Affairs / Registrar of Companies has confirmed that the new name is available under Section 4 of the Companies Act, 2013 for the change of name and subject to the approval of shareholders through special resolution. The requisite in principle approval for the proposed new name was accorded by National Stock Exchange of India Limited and BSE Limited.

Accordingly, pursuant to the provisions of the Companies Act, 2013, your Directors recommend and seek the approval of shareholders by way of Special Resolution through Postal Ballot including e-voting for the resolution appearing in Item No.1 of the accompanying Postal Ballot Notice for change of name of the company from M/s. Accel Frontline Limited to M/s. Inspirisys Solutions Limited and consequential amendment of Memorandum of Association and Article of Association of the Company.

The draft of the revised Memorandum of Association and Article of Association reflecting the said change is available for inspection by the members at the registered office of the Company on all working days except Saturday & Sunday (from 11:00 A.M. to 04:00 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.

**By order of the Board  
For Accel Frontline Limited**

Place: Chennai  
Date: 28/06/2018

**Malcolm F. Mehta  
Chairman and Chief Executive Officer**