ACCEL FRONTLINE
GLOBAL IT SERVICES

AFL/SS/SE/42/2017-2018
22nd August, 2017

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: Notice of Book Closure & Date of Annual General Meeting
Ref: Scrip Code - NSE – AFL; BSE - 532774

This is to inform you that the 22nd Annual General Meeting of the Company will be held on Friday, the 15th September, 2017 at "THE MUSIC ACADEMY MINI HALL, TTK ROAD, ALWARPET, CHENNAI - 600 014" at 02:30 P.M. The Copy of the Notice of the 22nd Annual General Meeting is enclosed.

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 09th September, 2017 to Friday, 15th September, 2017 (both days inclusive) for the purpose of Annual General Meeting for the year 2016-2017.

Further, we wish to intimate that in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company shall provide to its members the facility to exercise their votes electronically for transacting the items of business as set out in the Notice convening the ensuing Annual General Meeting of the Company.

For the aforesaid purpose, the Company has fixed Friday, 08th September, 2017 as the cut-off date to determine the entitlement of voting rights of members for e-voting.

The Company had entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting through their e-voting platform.

Kindly take the same on record.

Yours faithfully,

For Accel Frontline Limited

S.Sundaramurthy
Company Secretary

ACCEL FRONTLINE LIMITED CHENNAI 600 029

Encl : as above

NOTICE TO MEMBERS

To

THE MEMBERS OF ACCEL FRONTLINE LIMITED

NOTICE is hereby given that the Twenty-Second Annual General Meeting of the members of Accel Frontline Limited will be held on Friday, the 15th Day of September, 2017 at "THE MUSIC ACADEMY MINI HALL, TTK ROAD, ALWARPET, CHENNAI - 600 014" at 02:30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company as at 31st March, 2017, the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Malcolm F. Mehta, (DIN: 03277490) who retires by rotation and, being eligible, offers himself for re-appointment.

3. Reappointment of Statutory Auditors.

   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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Walker Chandiok & Co LLP, Chartered Accountants, Chennai, bearing (Firm Registration No. 001076N/N500013), be and are hereby reappointed as Statutory Auditors of the Company (being fourth year in the block of five years ending 2019) to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of the appointment every subsequent Annual General Meeting) at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

   Reappointment of Whole Time Director Mr. Malcolm F. Mehta (DIN: 03277490) to be designated as the Chairman and Chief Executive Officer of the Company.

   "RESOLVED THAT pursuant to the provisions of Section 149, 152, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the reappointment of Mr. Malcolm F. Mehta, as Whole Time Director to be designated as the Chairman and Chief Executive Officer (Key Managerial Personnel) of the Company (and whose directorship is liable to retire by rotation) for a further period of three years with effect from 1st July, 2017 on the terms and conditions including remuneration as set out in the Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board"which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Malcolm F. Mehta, (DIN: 03277490) subject to the same not exceeding the limits specified under Sections 197, 198, 200 and Schedule V to the Companies Act, 2013 or any statutory modification(s) or reenactment thereof;

   "RESOLVED FURTHER THAT the Board be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   Appointment of Mr. Rajesh R. Muni (DIN: 00193527) as an Independent Director.

   "RESOLVED THAT Mr. Rajesh R. Muni (DIN: 00193527), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 06th May, 2017 in terms of Section 161 of the Companies Act, 2013 and Article No. 117 of the Company and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company for a term of five years upto 05th May, 2022 as per Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, not liable to retire by rotation."

By order of the Board
For Accel Frontline Limited

Place: Chennai
Date: 05th August, 2017

Malcolm F. Mehta
Chairman & Chief Executive Officer

Registered Office :
75, Nelson Manickam Road,
Aminjikarai, Chennai - 600 029.
CIN: L30006TN1995PLC031736

NOTES:

1. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Register of the Company will remain closed from Saturday, the 09th September, 2017 to Friday, the 15th September, 2017 (both days inclusive)

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

4. **A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.**

5. **Proxies, in order to be effective should be duly stamped, completed, signed and must be sent to the Company so as to receive at its Registered Office not later than 48 hours before the commencement of the AGM.**

6. Corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.

7. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the AGM.

8. Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

9. The Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

10. The Notice of 22nd AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2017 is uploaded on the Company's website www.accelfrontline.com and may be accessed by the members. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, the 08th September, 2017 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.

12. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, the 08th September, 2017 ("Incremental Members") may obtain the User ID and password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll Free No. 1800-222-990. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

13. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

14. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

15. The members who have not encashed their Dividend Warrants for previous financial years are requested to send the same for revalidation to the Company's Registrars & Transfer Agents.

16. Members wishing to claim dividends for previous financial years, which remain unclaimed, are requested to correspond with the Registrar & Transfer Agents. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to IEPF. The Company has transferred the unpaid or unclaimed dividends declared upto Financial Year 2009-2010 from time to time on due dates to the Investor Education and Protection Fund (IEPF). Pursuant to the provisions of IEPF, the Company has uploaded the details of Unpaid and Unclaimed amounts lying with the Company as on the 28th November, 2016 (date of the last Annual General Meeting on the website of the Company and also on the website of the Ministry of Corporate Affairs).

17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar & Transfer

Agents. In respect of shares held in Electronic / Demat form, the nomination form may be filed with the respective Depository Participant.

18. As required in terms of SEBI (LODR) Regulations, 2015, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / reappointment in the AGM is forming part of the Explanatory Statement given below.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company / Registrar & Transfer Agents.

20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. to 06:00 P.M.) on all working days except second and fourth Saturdays, up to the date of the AGM of the Company.

21. **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 including Annual Report, Notices, Circulars, etc. from the Company electronically.**

22. Voting through electronic means :

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot or polling paper or e-voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through any means made available at the venue.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on Monday, the 11th September, 2017 (9:00 A.M.) and ends on Thursday, the 14th September, 2017 (5:00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 08th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. **The process and manner for remote e-voting are as under:**

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put your user ID and password. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Accel Frontline Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. to the Scrutinizer through e-mail to alagar@geniconsolutions.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www. evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/ Password can use "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VIII. 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).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 08th September, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 08th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in .

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using *"Forgot User Details/ Password?" or "Physical User Reset Password?"* option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting or ballot paper or polling paper.

XIII. 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 for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of e-voting or Ballot Paper or Polling Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.accelfrontline.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, Mumbai.

By order of the Board
For Accel Frontline Limited

Place: Chennai
Date: 05th August, 2017

Malcolm F. Mehta
Chairman & Chief Executive Officer

Registered Office :
75, Nelson Manickam Road,
Aminjikarai, Chennai - 600 029.
CIN: L30006TN1995PLC031736

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

Item No. 4

In terms of Clause 13.2 of the Shareholders Agreement dated 09th December, 2013, entered into with M/s. CAC Holdings Corporation ("CAC HD"), Mr. Malcolm F. Mehta was appointed as an Executive Director on the Company's Board with effect from 1st July, 2014 for a period of three years. The tenure of Mr. Malcolm F. Mehta as the Executive Director ended on 30th June, 2017. Mr. Malcolm F. Mehta was given additional responsibilities as Chairman w.e.f. 09th November, 2016. Further, M/s. CAC Holdings Corporation ("CAC HD") have nominated Mr. Malcolm F. Mehta as the Chairman & CEO on the Board of the Company for a period of three years from 01st July, 2017 to 30th June, 2020.

Based on the recommendation of the Nomination and Remuneration Committee ("Committee") of the Company, the Board of Directors of the Company at its meeting held on 06th May, 2017 had subject to the approval of the members, reappointed Mr. Malcolm F. Mehta as the Whole Time Director to be designated as the Chairman and Chief Executive Officer (KMP) with effect from 1st July, 2017 for a period of three years at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Malcolm F. Mehta are as under:

Name	Details	Amount (in ₹)
Mr. Malcolm F. Mehta	Net Salary	5,77,610/- per month

a) Perquisites and other Allowances:

In addition to the salary Mr. Malcolm F. Mehta shall also be entitled to the following perquisites and other allowances.

i) House Rent Allowance of ₹ 2,45,000/- (Rupees Two Lakhs Forty Five Thousand Only) per month which would be reviewed for any increase on a yearly basis. The Company also agrees to pay other related expenses and deposit in connection with renting of house over and above the Rental accommodation and House Rent Allowance.

(ii) Car Allowance of ₹ 2,10,000/- (Rupees Two Lakhs Ten Thousand Only) per month which would be reviewed for any increase on a yearly basis. Car would be used for official purpose and partially for the personal use.

(iii) Net salary payable to Mr. Malcolm F. Mehta would include basic salary, reimbursement of medical expenses, leave travel allowance, children education allowance, food allowance, telephone reimbursements and special allowance. Further, the above mentioned salary components shall be reviewed and modified from time to time.

(iv) Contribution to Provident Fund will be as per the rules of the Company. The contribution towards Provident Fund will not be included in the computation of the ceiling on perquisites to the extent this is not taxable under the Income Tax Act 1961. Further, Mr. Malcolm F. Mehta's contribution to Provident fund, ESIC, Profession tax etc., as applicable shall be borne by the Company.

(v) Gratuity as per the rules of the Company and the same shall not exceed half a month's salary for each completed year of service, and subject to Payment of Gratuity Act as amended from time to time.

(vi) Mr. Malcolm F. Mehta will be entitled to a vacation of 30 days for every 11 months of service.

(vii) Mr. Malcolm F. Mehta will also be entitled to 7 days of special leave in case of every emergency.

(viii) Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of Company. A reasonable ceiling for such expenses may however be fixed in this regard by the Board.

(ix) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committee thereof from the date of reappointment.

(x) The Company also agrees to bear the cost of taxes and provident fund of Mr. Malcolm F. Mehta such that Mr. Mehta gets the above salary as his salary payable.

(xi) Any increment in salary and perquisites and remuneration by way of incentive / bonus / performance linked incentive payable to Mr. Malcolm F. Mehta, as may be determined by the Board and / or the NaRC Committee of the Board, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the overall ceiling of remuneration.

b) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Mr. Malcolm F. Mehta shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits payable to him as also to the other Whole-Time Directors and Executive Directors of the Company will be determined by the Board and / or the NaRC Committee of the Board for each financial year.

c) Minimum Remuneration:

If in any year during the tenure of appointment of Mr. Malcolm F. Mehta, the Company has no profits or its profits are inadequate, the Company shall pay minimum remuneration to Mr. Malcolm F. Mehta, by way of above salary, perquisites and other allowances subject to the provisions of Section 197,198, 200 and Schedule V of the Companies Act, 2013 and such approvals of members and of the Central Government as may be required. In addition to

above, Mr. Malcolm F. Mehta shall also be eligible to the perquisites provided in Schedule V of the Companies Act, 2013 or as may be prescribed by the Central Government from time to time.

d) Variation and Alterations:

The Board shall have the power to effect any variations, alterations or modifications in future in respect of the aforesaid terms of appointment and remuneration of Mr. Malcolm F. Mehta within the limits specified in Sections 197, 198 and 200 and Schedule V of the Companies Act, 2013 or any statutory modifications, subscriptions or re-enactments thereof, as may be agreed to by the Board and Mr. Malcolm F. Mehta.

e) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

It is proposed to seek the members' approval for the reappointment of and remuneration payable to Mr. Malcolm F. Mehta as a Whole Time Director, in terms of the applicable provisions of the Act.

M/s. CAC Holdings Corporation, Japan is reimbursing the cost and other expenses incurred by the company for the employment of Mr. Malcolm F. Mehta.

Mr. Malcolm F. Mehta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Malcolm F. Mehta under Section 190 of the Act.

Brief resume of Mr. Malcolm F. Mehta, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst director's inter-se as stipulated under SEBI Listing Regulations are provided in the Annexure A to this notice.

Mr. Malcolm F. Mehta is interested in the resolution set out at Item No. 4 of the Notice, which pertain to his reappointment and remuneration payable.

The relatives of Mr. Malcolm F. Mehta may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the shareholders.

Item No. 5

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed Mr. Rajesh R. Muni (DIN: 00193527) as an Additional Director of the Company to hold office from 6th May, 2017. Mr. Rajesh R. Muni holds office upto the date of this Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company received requisite notice from a Member proposing Mr. Rajesh R. Muni as a candidate for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Rajesh R. Muni as an Independent Director of the Company for a term of five years upto 05th May, 2022 in pursuant to Section 149 and other applicable provisions of the Companies Act, 2013.

In the opinion of Nomination and Remuneration Committee and Board, Mr. Rajesh R. Muni fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter of appointment of Mr. Rajesh R. Muni as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (10.00 A.M. to 6.00 P.M.) on any working days, except second and fourth Saturday.

The Board considers that the proposed appointment of Mr. Rajesh R. Muni as director will be of immense benefit to the Company.

Except Mr. Rajesh R. Muni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Brief resume of Mr. Rajesh R. Muni, nature of his expertise in specific functional areas and names of companies in which he holds directorship and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under SEBI Listing Regulations are provided in the Annexure A to this notice.

By order of the Board
For Accel Frontline Limited

Place: Chennai
Date: 05th August, 2017

Malcolm F. Mehta
Chairman & Chief Executive Officer

Registered Office :
75, Nelson Manickam Road,
Aminjikarai, Chennai - 600 029.
CIN: L30006TN1995PLC031736

ANNEXURE A

The Information in accordance with Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India about the Directors seeking appointment / re-appointment in this Annual General Meeting are furnished hereunder

Particulars	Mr. Malcolm F. Mehta	Mr. Rajesh R. Muni
Date of Birth	04th June, 1968	23rd December, 1951
Date of Appointment	07th May, 2014	06th May, 2017
Qualification	MBA from Anaheim University and Diploma in Japanese Business Management from Kumamoto Gakuen University. He holds Level 1 in Japanese Language Proficiency Test (JLPT-1).	Chartered Accountant, B. Com. (Hons.), Business Management Consultancy Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai.
Expertise	In the field of international business, mergers and acquisitions, planning, strategy and business development	He has been in practice since 1978 and is the principal partner of the firm R. R. Muni & Co. Chartered Accountants, Mumbai. He has expertise in professional services for conduct of audits, (statutory and internal), accounting matters, management related subjects, Company Law and secretarial work, Direct Taxes, etc., He also has been a lecturer in various colleges and for students of Chartered Accountancy on subjects of Accounts, Income Tax and Audit etc.
Chairmanship / Membership of the Committees of the Board of Director of the Company	Nil	1. Audit Committee – Chairman.
Directorship of other Companies (excluding Foreign Companies / Section 8 Companies)	1. CAC India Private Limited. 2. Accel IT Resources Limited.	1. I G Petrochemicals Limited.
Chairmanship / Membership of the Committee of other companies in which he is a Director	Nil	**1. Audit Committee** a. I G Petrochemicals Limited - Chairman. **2. Nomination and Remuneration Committee** a. I G Petrochemicals Limited - Member **3. CSR Committee** a. I G Petrochemicals Limited - Member **4. Stakeholders Relation Committee** a. I G Petrochemicals Limited - Chairman
Number of Shares held in the Company (both own or held by/for other persons on a beneficial basis) as on 31st March, 2017.	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Number of meetings attended during the year	Please refer Corporate Governance Section of the 22nd Annual Report 2016-2017	N.A.

Accel Frontline Limited, No. 75, Nelson Manickam Road, Aminjikarai, Chennai - 600 029.
CIN : L30006TN1995PLC031736