ACCEL FRONTLINE
GLOBAL IT SERVICES

ACCEL

AFL/SN/SE/031/2014-2015
October 7, 2014

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

The Bombay Stock Exchange Ltd
P.J. Towers
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Minutes of the Annual General meeting held on 11th September 2014
Scrip Code: NSE: AFL, BSE: 532774

Pursuant to Clause 31(d) of the listing agreement, we are enclosing the copy of the Minutes of the Annual General Meeting of the Company held on 11th September 2014 at Chennai.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Accel Frontline Ltd.

SWEENA NAIR
COMPANY SECRETARY

Encl: a.a

MINUTES BOOK

MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 11.00 AM ON THURSDAY SEPTEMBER 11, 2014 AT NARADA GANA SABHA TRUST, MINI HALL, 314 TTK ROAD, CHENNAI 600014.

Directors Present:

Mr. N.R. Panicker	-	Executive Chairman
Mr. Malcolm F Mehta	-	Executive Director
Mr. R. Ramaraj	-	Director (Chairman of Audit Committee)
Mr. Bin Cheng	-	Director

In attendance:

Ms. Sweena Nair	-	Company Secretary

Representation

CAC Holdings Corporation ("CAC) , the holding company holds 18141125 equity shares of Rs. 10/- each representing 60.95% of the total voting power. CAC was represented by Mr. Malcolm F Mehta

Accel Limited , ("AL") the promoter company holds 7797191 Equity shares of Rs. 10/- each representing 26.20% of the total voting power. AL was represented by Mr. Maqbool Hassan

Accel Systems Group Inc, USA ("ASG") another promoter company holds 183,085 Equity shares of Rs. 10/- each representing 0.62% of the total voting power . ASG was represented by Mr. N.R.Panicker

Members

393 members in person and 131 members through proxies duly appointed were present at the time of commencement of meeting.

Auditors

The authorized representatives of M/s K.S.Aiyar& Co Chartered Accountants, retiring statutory auditors and of M/s Walker Chandiok& Co. LLP Chartered Accountants, the proposed statutory Auditors attended the meeting.

Mr. Soy Joseph of M/S JM Associates , Scrutinizer also attended the meeting.

Mr. N.R. Panicker, Executive Chairman occupied the Chair as Chairman in accordance with Article 92 of the Articles of Association of the Company.

The Chairman welcomed the members and introduced the directors on dias, the auditor(s) and the legal counsel of the company. He said the requisite quorum was present and called the meeting to order.

With the consent of the members present, the Notice convening the 19th Annual General Meeting (AGM) was taken as read. The Chairman then delivered his speech and shared with the members the performance of the company during the year 2013-2014 and the Company's future plans.

The Chairman then requested the Company Secretary to read the operational part of the Auditors report and the Annexure to the Auditors report was taken as read.

The Chairman then asked the members to come forward with their queries if any on the financial statements and Annual Report .



CHAIRMAN'S INITIALS

Among the members Mr. RamalingamVidyashankar(ID1204470005731511) Mr. Padmanabhan (ID IN30131320794645) Mr. Kishore Kumar Giridharlal(ID IN 30202859436195), Mr. Abhiskeh J (ID IN30163741359155) and Mr. Praksah Chand Jain (ID IN30021410678) spoke on issues like dividend, subsidiary companies, loans, corporate governance, etc The Chairman thereupon addressed the queries raised by the member speakers, and stated that some of the suggestions made by them would be considered by the Management of the company at the appropriate time in the future.

The Chairman informed the members that as per the provisions of the Companies Act, 2013 ("the Act") show of hands was not permissible at the meeting.

The Chairman also stated that in compliance with Section 108 of the Act, and clause 35B of the Listing Agreement, the Company had provided e-voting facility through Central Depository Services Limited (CDSL) to enable members to participate electronically on all the resolutions as set out in the AGM notice. Ballots were sent to the members to exercise their votes on all resolutions set out in the Notice of the 19th Annual General Meeting of the company.

He stated that as scheduled the e-voting period commenced on Thursday 4th September 2014 (9.00 AM IST) and ended on Saturday 6th September 2014 (6.00 PM IST).

The Chairman informed that Mr. Soy Joseph, Practising Company Secretary, JM Associates, Chennai was appointed as Scrutinizer for the said process and was to be conducted in a fair and transparent manner.- The Scrutinizer had submitted his report on the 'Result of e-voting and ballot' on all the resolutions placed before the members.

The Chairman then requested the Company Secretary to read out the results of the scrutinizer on E-voting and Ballot.

The Company Secretary then read out the results on E-voting and Ballot as per the scrutinizers report

(a)Resolution No.1 – Ordinary Resolution:

Adoption of Financial statements for the year ended 31st March 2014 and the Directors report and Auditors report thereon

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
67	2,69,47,025	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
Nil	Nil	Nil

CHAIRMAN'S INITIALS

Supplied by : C. Stateman & Bros., Chennai - 600 014
Ph : 28115516 / 28113950

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

(b) Resolution No.2 – Ordinary Resolution:

To appoint Mr. Bin Cheng (**Din No.** 06913491) as a director liable to retire by rotation

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
66	88,05,650	99.997%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
01	200	0.002%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

(c) Resolution No.3 – Special Resolution:

Appointment of Walker Chandiok& Co., LLP, Chartered Accountants as auditors and fixing their remuneration

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
66	2,69,47,020	100%

CHAIRMAN'S INITIALS

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
1	5	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

(d) Resolution No.4 - Ordinary Resolution

Appointment of Mr. Malcolm F Mehta (DIN:03277490) as a Director.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
64	88,05,645	99.996%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
2	205	0.002%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

CHAIRMAN'S INITIALS

Supplied by : C. Sitaraman & Bros., Chennai - 600 014
Ph : 28111516 / 28113550

(e) Resolution No.5 - Special Resolution

Appointment of Mr. Malcolm F Mehta (DIN:03277490) as Executive Director.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
64	88,05,645	99.998%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
2	205	0.002%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

(f) Resolution No.6 – special Resolution

Appointment of Mr. Masaaki Miura (DIN:06915575) as Independent Director

Subsequent to the initiation of the e-voting process the company had received an intimation from the Additional Director Mr. Masaaki Miura of withdrawing his consent to be appointed as a Director and accordingly the resolution appointing him as a Director was not deliberated and considered for approval. Accordingly, the votes cast for and against this resolution were irrelevant and withdrawn. So the details of the e-voting are not given.

CHAIRMAN'S INITIALS

(g) Resolution No.7 – Special Resolution

Re-appointment of Mr. N.R. Panicker (DIN:00236198) as Executive Chairman

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
61	1,85,94,044	99.999%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
2	205	0.001%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

(h) Resolution No.8 – Special Resolution

Alteration of Articles of Association of the Company

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
66	2,69,47,020	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
1	5	0.000

CHAIRMAN'S INITIALS

Supplied by : C. Sitaraman & Bros., Chennai - 600 014.
Ph : 28111516 / 28113511

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

(i) Resolution No.9 - Special Resolution

Related Party Transaction Under Section 188 of the Companies Act, 2013 with M/s. CAC Holdings Corporation, Japan.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
59	86,21,194	99.994%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
4	557	0.006%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
4	1,04,673

The above resolutions for the ordinary /special businesses as set out in Item no. 1 to 9 in the Notice of the 19th AGM of the Company have been duly passed unanimously/ with requisite majority as detailed above.

The Chairman then declared the 19th AGM of the Company as concluded and requested Mr. Malcolm F Mehta, Executive Director to deliver the vote of thanks.

CHAIRMAN

Place: Chennai

Date: 12/09/2014

CHAIRMAN'S INITIALS