

03rd October, 2023

AL/CS/BSE/ 057/2023-24

BSE Limited

First Floor, New Trading Ring
Rotunda Building, PJ Towers
Dalal Street, Fort
Mumbai- 400 001

Dear Sirs,

SUB: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Para A of Part A of Schedule III

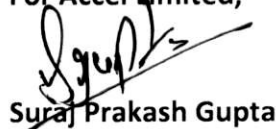
REF: SCRIP CODE- 517494

The 37th Annual General Meeting ("AGM") of the Company was held on September 28, 2023 at which, the shareholders have inter alia by passing of a Special Resolution approved a proposal for adoption of a new set of Memorandum of Association in place of and to the exclusion of the existing Memorandum of Association of the Company.

Accordingly, pursuant to Regulation 30 read with Part 'A' of Schedule III to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we attach herewith the new set of Memorandum of Association of the Company.

This is for your kind information and records.

Yours faithfully,
For Accel limited,



Suraj Prakash Gupta
Company Secretary and Compliance Officer



Encl: As above

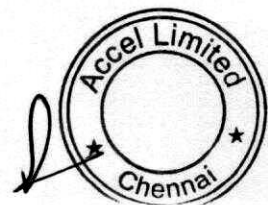
Incorporated under
THE COMPANIES ACT, 1956

(A COMPANY LIMITED BY SHARES)

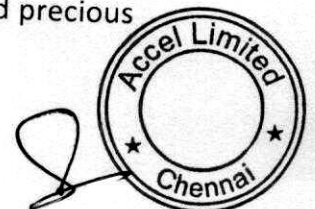
**MEMORANDUM OF ASSOCIATION
OF
ACCEL LIMITED***

- I. The name of the Company is "ACCEL LIMITED" *.
- II. The Registered Office of the Company will be situated in the State of Tamil Nadu.
- III. The Objects for which the Company is established are:
 - A. **THE OBJECTS TO BE PERUSED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To venture. undertake and carry on the business of manufacturing, assembling, making, altering, repairing, servicing, ornamenting, developing, supplying, trading, leasing, importing, exporting, designing and consulting or otherwise dealing in electrical, electronic, telecommunication and other equipments, machines, appliances and accessories, computer systems, peripherals, office automation instruments, Uninterrupted Power Supply Systems, Power Conditioning Equipments, software including medical equipment, household appliances, micro chips and all related services
 2. To carry on the business of manufacturing, assembling, processing and designing all types and kinds of valves, electrical and electronic pumps, instrumentation and system machinery.
 3. To act as specialized engineers and consultants offering turnkey information technology solutions and specialized facility management services to users, provide specialized technical knowledge and know how on computer site development and conduct training courses, seminars, workshops and the like on software applications programming fourth generation and other languages, tools, client/ server technology, data communication, multimedia, animation, computer telephony interface, voice internet protocol, internet service providers, computer data centre management, cable operation, E- trade, E-commerce in India and abroad.

* Name has been changed from Accel Transmatic Limited to Accel Limited, pursuant to the sanctioned Scheme of Amalgamation approved by The National Company Law Tribunal, Chennai Bench, vide its order dated 05th March 2018 and Special Resolution passed at the Extra-Ordinary General Meeting dated 17.05.2018.

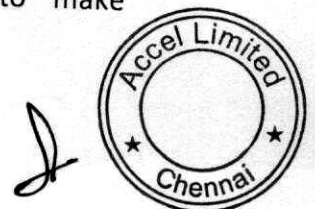


4. To setup software technology parks and to develop software in all fields and to provide onsite support and services for software development and to execute projects for all types of industries in India and abroad and undertake onshore and offshore software development to deliver business solution of various IT platforms including client server technology.
5. To undertake installation, repair, servicing and maintenance of the above products and carry out research and development in the manufacture and for uses of the said products and act as experts, consultants, technicians and give specialized knowledge in their field
6. To conduct all types of training, educational programmes and seminars in the field of Software, Software Development and Testing, Computer Hardware, Networking, VLSI Design, Embedded Systems. Mobile Phones and such other electronic and electric Products and to act as specialized recruitment and placement agents, organize seminars, clubs and the like for providing expert service in these areas.
7. To appoint franchisees and to give them right to use the technologies, Research and development, Plants and Equipments used by the Company for commercial exploitation to other parties/persons and to receive royalties, fees, considerations for the same in India and abroad.
8. *To carry on the business as builders, property developers, civil mechanical and labour contractors building and erection engineers, dealers in, importers, exporters, and manufacturers of prefabricated and precast houses , materials tools, implements machinery and metal ware in connection therewith or incidental thereto and to carry on any other business that is customarily, usually and conveniently carried on therewith in or outside India dealers, agents, representatives and to undertake installation, maintenance, and to purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, buildings, structures and to turn the same into account , develop the same dispose off or maintain the same.
9. *To acquire by purchase, lease, exchange, hire or otherwise hold, manage work, develop the resources of land and turn to account any estates, land, buildings tenements another property of every description, whether free hold or lease hold or other tenure and where-so-ever situate and any interests thereon and rights connected therewith and in particular to acquire or takeover certain estates situate in India or outside and all or any parts thereon and other assets used in therewith.
10. *To carry on the business as an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee immovable properties, shares, stocks, debentures, debenture-stock, bonds, notes derivative products and to invest or to deposit or to hold funds in such articles (including gold, silver, jewellery, platinum, precious metals and precious



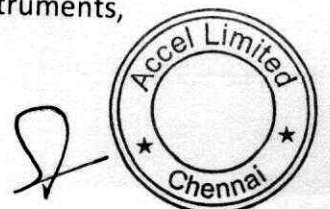
stones) and acquire purchase, sell or let on hire the same and materials, articles or things, obligations and securities issued or guaranteed by any company, wherever incorporated or carrying on business and debentures, debenture-stock bonds, notes, obligations and securities issued or guaranteed by any government sovereign ruler, commissioner, public body or authority, supreme independent, municipal local or otherwise in any part of the work either at the Company's office of any other places of safe custody.

11. **To let out on hire all or any of the property of the company whether immovable or move-able including all and every description of machinery, equipments and appliances, rights and concessions of the company.
12. # To carry on the business of providing warranty support and post warranty support services including Call Centre support, importing and re-exporting of spare parts, warehousing, forward and reverse logistics, return to bench and on-site support across the country, back end validation (NTF or NDF) and high level repairs and also providing Pre-sale technical support, Sales partners training, preparing Bill of Material, site preparation, installation support for enterprise products.
13. # To carry on the business of providing Infrastructure Management Services which includes providing Annual Maintenance Contract services, Facility Management Services, Help Desk Support services and also providing forwards and reverse logistics services, CRM and SCM Software Development and Support services.
14. # To carry on the business of providing end to end support services including, assessment, planning, architectural / solution design and 'best-practices based implementation' and installation & deployment of Servers, Storage, Data, Voice, Video, UC and Security products and implementation of small, medium and large integrated solutions for various brands and technology platforms.
15. # To provide managed services and call center services including Warranty Validation Guiding customers to nearest Service Center and Sales Office, FAQ – Sales & Service Call Registration & Monitoring and Pre-sale Support, sale of spare parts, accessories and warranty extensions.
16. # To carry on the business of providing Third Party Logistics (3PL) services, take premises on lease or hire, let premises on lease or sub-lease, and to carry out the work of loading, unloading, handling, forwarding for and behalf of the owners of goods, and to act as transporters, booking agents, forwarding agents, clearing agents, shipping agents, warehousemen, exporters and importers for transport or movement of goods through roadways, ropeways, railways, airways, waterways, or any other mode of transport and to make



arrangements with transporters, airlines, shipping agents or other concerns engaged in logistics, luggage parcels, articles, commodities, merchandise and other movables of every description whatsoever.

- 17.# To promote or undertake all kinds of consultancy work for industries, business and others.
18. #* To carry on the business of production, distribution, exhibition of cinematographic feature films, television series, DVDs , cartoon films, 3-D films, animation films, advertisement films and other contents in any form, to offer services for mobile and other such equipment's content applications and to acquire, sell and License any rights in relation thereon and to carry on the business of syndication, Licensing, Printing, publishing, and distribution of multimedia, 3-D Characters, paintings, cartoons, caricatures, comics, stickers, greeting cards, toys and such other special or general purpose publishing or printing activities .
19. #* To start, takeover, operate, run, maintain, export, import, terrestrial television channels, satellite television channels, cable television network and to run operate and maintain studios, facilities for the production and relay of program's for own channels or for other television channels and to produce/develop necessary software.
20. #* To carry on the business of exhibiting movie contents through theaters, multiplexes, and setting up of theme and entertainment parks.
21. #* To conduct all types of training, educational programmes and seminars in the media field such as animation, visual effects, digital intermediate, etc. and in the IT field of software, Software Development and Testing, Computer Hardware, Networking, VLSI Design, Embedded Systems Mobile Phones and such other electronic and electric products and for all media and to act as specialized recruitment and placement agents, organize seminars and the like for providing expert service in these areas.
22. #* To carry and undertake investments and deal in equity shares, debentures (convertible / non-convertible), preference shares in any media companies as a venture capitalist or otherwise and also undertake film financing in any media companies/ ventures and take over any or all kinds of organizations in the media field and to maintain, run, finance or dispose them in a commercial manner and to invest in, acquire, hold, underwrite, sell or otherwise deal in shares, stocks, debentures, debenture stocks, bonds, negotiable instruments,



securities of any company, Government, Public Body or Authority, Municipal and Local Bodies, whether in India or abroad.

23. **#***To carry on the business as an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee immovable properties, shares, stocks, debentures, debenture-stock, bonds, notes derivative products and to invest or to deposit or to hold funds in such articles (including gold, silver, jewellery, platinum, precious metals and precious stones) and acquire purchase, sell or let on hire the same and materials, articles or things, obligations and securities issued or guaranteed by any company, wherever incorporated or carrying on business and debentures, debenture-stock bonds, notes, obligations and securities issued or guaranteed by any government sovereign ruler, commissioner, public body or authority, supreme independent, municipal local or otherwise in any part of the work either at the Company's office of any other places of safe custody.

** Clause 8, 9 and 10 of the Main Object Clause has been inserted pursuant to the sanctioned Scheme of Amalgamation approved by The National Company Law Tribunal, Chennai Bench, vide its order dated 05th March 2018.*

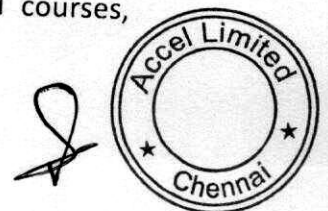
*** Clause 11 of the Main Object Clause has been inserted pursuant to the Special Resolution passed at the Extra-Ordinary General Meeting dated 17.05.2018.*

Clauses 12 to 17 of main objects has been inserted pursuant to the Special Resolution passed in the Annual General Meeting held on 9th December, 2020.

Clauses 18 to 23 of main objects has been inserted pursuant to the Special Resolution passed in the Annual General Meeting held on 28th September, 2023.*

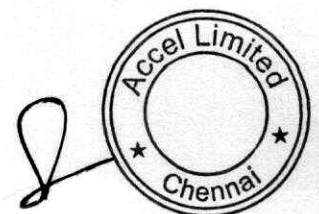
MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To export, import and acquire buildings, materials, machinery connected with electronic, electrical industry.
2. To purchase, take on lease, exchange, hire or otherwise acquire any land, buildings, office, factory, laboratory, workshops, fixed or other moveable machinery, plants, tools, implements, vehicles, stock-in-trade or other property or interest whatsoever in any property necessary for or which may exchange the value of the business of any property of the Company.
3. To acquire, construct, maintain, carryout, improve, work alter, control and manage any buildings, factories, ware houses, roads, bridges, tunnels, waterworks, wharfs, tram ways, railway sidings, water rights and courses,



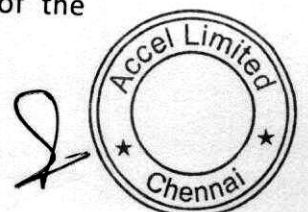
canals irrigation works, reservoirs, pumping installations, purification plants, pipe lines, electric transmission lines, sub-stations, transformers, cables, electrical motors, gas or electric works and other works, landing grounds, hangers, garages, storage sheds and other accommodation of all descriptions and conveyance and other movable or immovable property of any description which the company may think necessary or convenient for purpose of its business and which may directly or indirectly promote the company's or which may seem to the company capable of being turned into account.

4. To construct, erect, maintain and carry on either by the company alone or with other parties, any buildings, works or undertakings of any description whatsoever, either upon lands acquired by the company or upon lands of any description.
5. To enter into partnership or into any arrangements for sharing of profits, union of interest, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or about to carry on any business which this company is authorized to carry on or any business or transaction capable of being conducted so as to directly or indirectly benefit the company and to take or otherwise acquire and hold shares or stock in or securities of and to subsidies or otherwise assist any such company, and so well hold, re-issue with or without guarantee or otherwise deal with such shares or securities.
6. To subscribe for, take, purchase or otherwise hold shares or other interest or securities of any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as to directly or indirectly, benefit this Company.
7. To promote any other Company or Companies for the purpose of acquiring all or any part of the property, rights and liabilities of this Company or for any other purposes, which may seem directly calculated to benefit the Company.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property rights and liabilities of any person, firm or company carrying on any business which this company is authorized to carry on or possession of property or right, suitable for any of the purposes of this Company.
9. To apply for purchase or by any other means acquire and protect, prolong and renew whether in India or elsewhere any patents patent rights, brevets, inventions, trademarks, licenses, protections, and concessions and the like, conferring any exclusive or limited rights to any inventions, secret or other information which may appear likely to be advantageous or useful to the company and to use and turn to account to and manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve and patents or inventions or rights which the Company may acquire or intend to acquire.

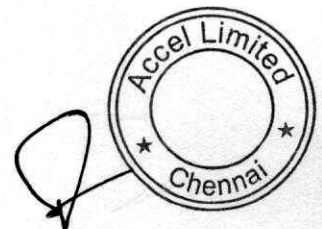


10. To enter into any arrangements or agreements with any Governments or Authorities (Municipal, Local or otherwise) or any corporations, Companies or persons, that may seem conducive to the Company's objects for any of them and to obtain from any such Government or Authority, corporation. Company of person, any charters, contracts, decrees, rights, privileges and concessions which the company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
11. a. To establish branches, and to appoint agencies for and in connection with any of the objects of the company

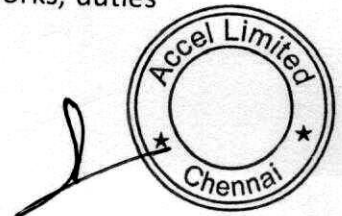
b. To indemnify members, officers, directors or agents and servants, subject to the Companies Act.
12. To lend on mortgage of immovable property or on hypothecation or pledge of moveable property or without security to such persons and such terms as may deem expedient and in particular to customers of and persons having dealing with the company.
13. To borrow, raise, moneys, obtain guarantees, or to receive moneys on deposits with or without interest by the issue of bonds, debentures, convertible or otherwise to transfer or convey the same absolutely or in trust and to give the lenders powers of sale of the property (except uncalled capital) and other powers as may be deemed expedient, and to purchase, redeem or payoff any such securities.
14. To appoint sole or regional selling agents or distributors for the products or services of the company and also buying agents for raw materials or other products or services required for the Company subject to the provisions of the Companies Act, 1956 and also to open deposits for effecting such sales or purchases.
15. To obtain any legislative. Sanction, provisional order, license or other authority for enabling the company to carry out its objects in to effect or for any other purpose which may seem expedient and to oppose by lawful means proceedings or applications which calculated to prejudice the Company's interests.
16. To remunerate any person, firm or Company for services, rendered or to be rendered in the conduct of the business of the Company.
17. To draw, make, accept, discount, endorse, execute and issue cheques, promissory notes. Bills of exchange, bills of lading, and other negotiable or transferable instruments or securities connected with the business of the Company.



18. To advance, deposit with or lend money, securities and property to or to receive loans, grants or deposits from the Government of India, any State Government in India. Statutory Corporations, Banks, Companies, Trusts or individuals with or without allowance or interest thereon on such terms as may be deemed expedient. However, the Company shall not do the business of banking as defined in the Banking Regulations Act, 1949.
19. Subject to the provisions of the Companies Act, 1956 to invest and deal with the moneys of the Company not immediately required in any securities, shares investments, properties moveable or immovable and in such manner as may from time to time be determined and to hold, sell, transfer or otherwise deal with the same.
20. To procure the Company to be registered or recognized in any foreign Country / place.
21. To sell or dispose off any undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for cash or for shares securities of any other Company having objects altogether or in part similar to those of the Company.
22. To amalgamate this Company with any other, having object altogether or in part similar to those of this Company on such terms and conditions as may be mutually agreed upon
23. To establish and support or aid in the establishment and support of association institutions, funds, trusts and conveniences calculated to benefit the employees or ex- employees of the Company of its predecessors in business and to make payment to dependents or connections of such persons and to grant pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or be benevolent objects or for any exhibition or for any public of useful objects or organizations.
24. To establish, provide, maintain and conduct, or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical, investigation and invention by providing, subsidizing, endowing or assisting laboratories, work- shops, libraries, lectures, meetings and conferences and generally to encourage, pro- mote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on .



25. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
26. To insure with any person or Company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partially and if thought fit, to effect any such insurance by joining or becoming members of any mutual insurances, promotion or indemnity association, federation or such society and to accept any such insurance or any part thereof for the account of the Company.
27. To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company.
28. To provide funds for the training, vis of the necessary personnel (including Directors) required for carrying on of the business of the Company anywhere in India or abroad.
29. To do all or any of the above things in the State of Tamil Nadu or elsewhere, and either as principles agents, constructors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
30. # To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into partnership and to apply for tender, purchase or otherwise acquire any contracts, sub contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose of otherwise turn to account the same which may seem profitable or beneficial for the Company.
31. # To promote, form and register, and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise, for the purposes of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such company or any other company any property of the Company and to be interested in or take or otherwise acquire, hold, sell, transfer or otherwise dispose of in any manner, in the best interest of the Company, of share, stock, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum, and to undertake other works, duties



and business of any company on such terms as may be arranged for the purpose of the main objects of the Company.

32. # To place to reserve or to distribute as bonus shares among the members or otherwise apply as the Company may from time to time think fit, any money received at a premium by the Company.

33. # To create a depreciation fund, sinking fund, insurance fund or any other special fund whether for depreciation or repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company.

34. # To institute training and or apprenticeship scheme for the benefit of the youth of the country, selection of whom will be made at the sole discretion of the Company

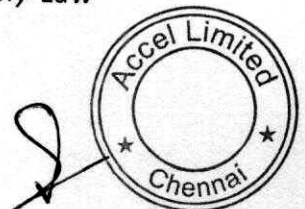
35. # To distribute among the shareholders in specie any property of the Company, in the event of winding up of the Company whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction for the time being required by law.

Clauses 30 to 35 has been inserted pursuant to the Special Resolution passed in the Annual General Meeting held on 9th December, 2020.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

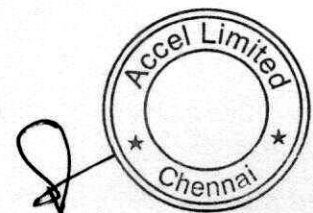
V. *The Authorised Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty Six Crores only) divided into 50,00,000 Cumulative Preference Shares of Rs.10/-each and 10,50,00,000 Equity Share of Rs.2/- each with the rights, privileges and conditions attaching thereto as provided by the requisitions of the Company for the time being with power to increase and reduce the capital of the Company and divide the shares in the Capital for the time being into several classes to attach thereto or in accordance with the Articles of the Company for the time being in force, and to modify, enlarge or abrogate any such right, privilege or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being force.

**The Authorised Share Capital of the Company has been altered pursuant to the sanctioned Scheme of Amalgamation approved by The National Company Law Tribunal, Chennai Bench, vide its order dated 05th March 2018.*



We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:-

Sl. No.	Names, addresses, descriptions and occupation of Subscribers	No. of equity shares taken by Each subscriber	Signature of Subscriber
1.	M.R.NARAYANAN 'Sri Ram', Puthichakonam Lane Kowdiar, Trivandrum-695003 S/o. Late M.N. Ramakrishnan BUSINESS	1000	Sd/- M.R.Narayanan
2.	T.RAVINDRAN 'Kalyan,' Sastri Nagar' Karamana, Trivandrum-695002 S/o. Thrivikraman Nair BUSINESS	1000	Sd/- T. Ravindran
3.	M.R.KRISHNAN S/O K.R.Warrier, Kala Vihar Jawahar Nagar Trivandrum-695041 ENGINEER	1000	Sd/- M.R. Krishnan
4.	RADHANARAYANAN W/o M,R. Nasrayanan, 'Sri Ram' Kowdiar, Trivandrum- 695 003 MANAGER, Kryptonix	100	Sd/- RadhaNaraya nan
5.	REKHA RAVINDRAN 'Sree Rekha', Sastri Nagar Karamana, Trivandrum-965 002 W/o. T.Ravindran PARTNER, Ditto Prints	100	Sd/- Rekha Ravindran
6	M.R. KRISHNAN 'Sri Ram', Putichakonam Lane Kawdiar, T rivandrum-695 033 S/o. Late M.N. Ramakrishnan PARTNER, Ditto Prints	100	Sd/- M.R.Krishnan



7.	L.Saradammal 'Raj Sree', T.C.8/1763, W/o K. Mahadevan Trivandrum-6 House Wife	100	Sd/- L.Saradammal
	Total	3400 (Three Thousand Four Hundred only)	

Witness (with address, description and occupation) to the above Signature

Sd/- K.Easwara Pillai,
(K.Easwara Pillai) S/o Late P.K.Nair,
Chartered Accountant,
M/s. Vijaya Kumar and Easwaran
Chartered Accountants
Nedumchalil Buildings,
Cochin-11

Dated this 25th day of April 1986

Place: Trivandrum.

