

ACCEL LIMITED

(Formerly known as Accel Transmatic Limited)



AL/CS/BSE/052/2019-20

February 28, 2019

Manager – Corporate Relationship
Dept of Corporate Services
The Bombay Stock Exchange Limited
Floor 25, P.J. Towers
Dalal Street, Mumbai 400 001

Dear Sir / Madam,

Sub: Disclosure of issuance of Notice for calling Extra-Ordinary General Meeting of Shareholders under Regulation 30 and Para A of Part A of Schedule III of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015.

Re: SCRIP Code: 517494

This is to inform you that an Extra-Ordinary General Meeting (EGM) of the Company is scheduled to be held on Monday, 23rd March 2020 at 03.00 P.M. at "KTDC Rain Drops", 169/2, Greams Road, Chennai, Tamil Nadu-600 006 for transacting the items of business as set out in the Notice convening the Extra-Ordinary General Meeting of the Company. A copy of the EGM Notice is attached.

Further, we wish to intimate that in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 and the provision of Regulation 44 of the SEBI (LODR) Regulations 2015, the Company shall provide to its members the facility to exercise their votes by use of remote e-voting or Ballot Paper or Polling Paper for transacting the business as set out in the EGM Notice.

For the aforesaid purpose, the company has fixed 17th March 2020 as the cut-off date to determine the entitlement of voting rights of members.

The company had entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting through their e-voting platform.
Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Accel Limited**

Priyam Agarwal
Company Secretary

Regd. Off. / Corp. Off. : 3rd Floor, SFI Complex, 178, Valluvarcottam High Road, Nungambakkam, Chennai - 600 034. Phone : 044 - 28222262, 044 - 48652262

Factory : No. 34, SIDCO Electronics Complex, Thiru Vi. Ka. Industrial Estate, Guindy, Chennai - 600 032. Phone : 044 - 22500338

Animation Division : Drishya Building, KINFRA Film & Video Park, Sainik School PO, Kazhakkulam, Thiruvananthapuram - 695 585. Phone : 0471 - 2167859

Website : www.acceltransmatic.com / www.accel-india.com

CIN : L30007TN1986PLC100219



ACCEL LIMITED

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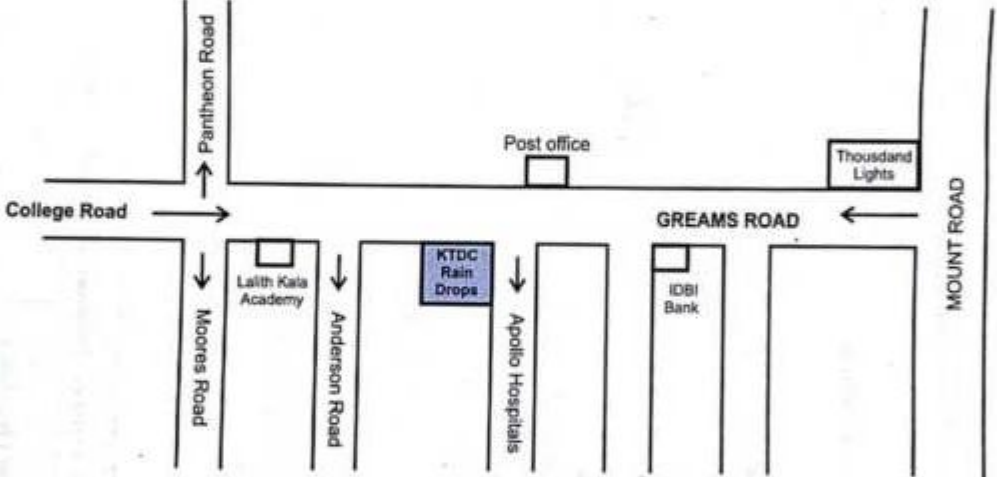
Registered Office: 3rd Floor, SFI Complex, No.178, Valluvar Kottam High Road,
Nungambakkam, Chennai-600034

EXTRA – ORDINARY GENERAL MEETING

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Day	Monday
Date	23 rd March 2020
Time	3.00 P.M.
Venue	KTDC Raindrops, 169/2 Greams Road, Chennai - 600006

Route Map for the Venue of EGM of ACCEL LIMITED
to be held on Monday, the 23rd Day of March 2020 at 3.00 P.M.



EGM Venue :
KTDC Raindrops,
169/2 Greams Road, Chennai - 06

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF ACCEL LIMITED, WILL BE HELD ON MONDAY, 23RD MARCH 2020 AT 3.00 P.M AT HOTEL KTDC RAINDROPS, 169/2 GREAMS ROAD, CHENNAI – 600006 TO TRANSACT THE FOLLOWING BUSINESS.

Special Business

ITEM NO.1

- 1. To make loan / investment and give guarantee / provide security under section 186 of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession to the resolution passed by the members in the Annual General Meeting of the Company dated 28th September, 2019 as Item No 8, and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make investments in any body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto maximum amount of Rs. 100 Crore (Rupees One Hundred Crore only) if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee/ security or investments/ acquisitions are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.”

By order of the Board

Priyam Agarwal
Company Secretary

Registered Office

3rd Floor, SFI Complex
178, Valluvarkottam High Road
Nungambakkam, Chennai 600 034

Place: Chennai

Date : 27/02/2020

NOTES :

- 1) **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member. Proxies should be duly stamped, completed, signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.**
- 2) A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- 3) The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the special business set out in the notice is annexed.
- 4) 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.
- 5) The Notice of EGM, details and instructions for e-voting is uploaded on the Company's website www.accel-india.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
- 6) 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.
- 7) 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.
- 8) Members are informed that in case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) Members who are holding shares in identical order of names in more than one folio are requested to write to the Company or the RTA for consolidating their holdings into one folio.
- 10) 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 EGM of the Company.
- 11) The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 and 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 EGM.

- 12) 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.
- 13) Corporate members intending to send their authorized representatives to attend the EGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
- 14) The members are requested to bring duly filled attendance slip for attending the EGM.
- 15) 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. 17 March 2020 only shall be entitled to avail the remote e-voting facility as well as voting in the EGM.
- 16) 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. 17 March 2020 ("Incremental Members") may obtain the User ID and password by either sending an e-mail request to e-voting@nsdl.co.in or calling on Toll free No. 1800-222-990.
- 17) 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.
- 18) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. In view of the above, members are advised to dematerialise the share(s) held by them in physical form.
- 19) **Instructions for e-voting:**
 - a) 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 the listing Regulations and Secretarial Standards of General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting (EGM) 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 EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - b) The facility for voting through ballot paper shall be made available at the EGM 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 ballot paper.

NOTE : The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"
 - c) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again in the General Meeting.

- d) The e-voting period commences on 20 March 2020 (9.00A.M IST) and ends on 22 March 2020 (5.00P.M IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 17 March 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast vote against.
- e) 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)]:
- a. 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.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on Shareholder – Login
 - d. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - e. 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.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Accel Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to soy@saspartners.com with a copy marked to evoting@nsdl.co.in.
 - m. 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.

- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]:
- a. Initial password is provided as below/at the bottom of the Attendance Slip for the EGM: EVEN (Remote e-voting Event Number)USER ID PASSWORD/PIN
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (m) above, to cast vote.
- f) 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. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nSDL.com or contact NSDL at the following toll free no.: 1800-222-990.
- g) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 17 March 2020. 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- voting as well as voting at the meeting through ballot paper.

General Instructions :

- a) Mr. Soy Joseph, Practising Company Secretary (Membership No: 13852) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including Ballot Forms received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- b) 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 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.
- c) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.accel-india.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 BSE Ltd, Mumbai.

By order of the Board

Priyam Agarwal
Company Secretary

Registered Office

3rd Floor, SFI Complex, 178,
Valluvarkottam High Road
Nungambakkam, Chennai 600034

Place: Chennai

Date : 27-02-2020

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1 : To make loan / investment and give guarantee / provide security under section 186 of the Companies Act, 2013

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and / or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

Considering the business plans of the Company, it wishes to increase the limit under Section 186 of the Company Act, 2013. In this regard, the Board seeks the approval of the shareholders to make loan(s) and / or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto i) maximum amount of Rs.100 Crore (Rupees One Hundred Crore Only), if the investments / acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee / security are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.

The proposed resolution will be in supersession of the resolution passed earlier by the shareholders in the Annual General Meeting of the Company dated 28th September, 2019, pursuant to which the Company had increased the limit in excess to the threshold prescribed under Section 186, upto a maximum amount of Rs.10 Crore (Rupees Ten Crore Only). Subsequently, the Company has already invested Rs.3 Crore in M/s. Computer Factory (India) Private Limited.

In view of the above and considering the long term business plans of the company, the Board of Directors recommends the resolution at Item No.1 of this Notice for your approval.

None of the Directors, the KMPs (as defined under the Act and rules framed there under) of the Company and their respective relatives (as defined under the Act and Rules framed there under) have any interest in this resolution at Item No.1 of this Notice except to the extent of the equity shares held by them in the Company and/or to the extent that the said Director(s) are common director(s) of such Entities and/or to the extent that the KMPs are holding shares in such Entities as a nominee and/or to the extent that the said Director(s), KMPs and their respective relatives are the directors, members of the companies that hold shares in such Entities.

By order of the Board

Priyam Agarwal
Company Secretary

Registered Office

3rd Floor, SFI Complex
178, Valluvarkottam High Road
Nungambakkam, Chennai 600034

Place: Chennai
Date : 27-02-2020

ACCEL LIMITED

(formerly Known as 'Accel Transmatic Limited')

CIN: L30007TN1986PLC100219

Registered Office: 3rd Floor, SFI Complex, No.178, Valluvar Kottam High Road, Nungambakkam,
Chennai-600034 Tel: 044 28222262

Email : companysecretary@accel-india.com Website: www.accel-india.com

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING ON MONDAY, 23rd DAY OF MARCH 2020.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Name & Address of the Registered Member	
Folio No / DP ID No / Client ID No	
No of Shares	

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Monday, the 23rd March, 2020 at 3.00 p.m. at "Hotel KTDC Rain Drops", 169/2, Greams Road, Chennai - 600 006

(Signature of Shareholders / Proxy (s) Joint Member attending the meeting)

EVEN (Electronic Voting Event Number)	User ID	Password

Note : Person attending the Meeting is requested to bring this Attendance Slip and EGM Notice with him/her.

ACCEL LIMITED
(formerly 'Accel Transmatic Limited')

CIN: L30007TN1986PLC100219
Registered Office: 3rd Floor, SFI Complex, No.178, Valluvar Kottam High Road,
Nungambakkam, Chennai-600034

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered Address:	
e-mail Id:	
Folio No/Client ID:	
DP ID No	

I/We, being the member(s) of _____ shares of Accel Limited, hereby appoint:

1. _____ residing at _____ having e-mail id _____
or failing him/her;
2. _____ residing at _____ having e-mail id _____
or failing him/her;

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, the 23rd March, 2020 at 3.00 p.m. at "Hotel KTDC Rain Drops", 169/2, Greams Road, Chennai - 600 006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	In favour *	Against*
Special Business			
1	To make loan / investment and give guarantee / provide security under section 186 of the Companies Act, 2013		

*Please put (√) wherever applicable.

Signed this..... day of.....2020 _____

Signature of shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. Proxy need not be a member of the Company.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.