

ACCEL LIMITED

(Formerly known as Accel Transmatic Limited)



AL/CS/BSE/073/2020-21

November 17, 2020

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 Annual 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 Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, 09th December 2020 at 10.30 AM 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 Annual General Meeting of the Company. A copy of the AGM 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 AGM Notice.

For the aforesaid purpose, the company has fixed 02nd December 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**

Sd/-

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, Kazhakkuttam, Thiruvananthapuram - 695 585. Phone : 0471 - 2167859

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

CIN : L30007TN1986PLC100219



34th Annual Report
2019 - 2020

ACCEL LIMITED

ACCEL LIMITED

Forward looking statement

In this annual report, we have mentioned certain forward looking information to enable investors to comprehend our business model and future prospects and make informed investment decisions. This annual report and other communications from us, oral or written, may include certain forward looking statements that set out certain anticipated results based on managements’ assumptions and plans. Even though the management believes that they have been prudent in making such assumptions, we cannot guarantee that these forward looking statements will be realized. We undertake no obligation to update forward looking statements. The achievement of results is subject to various risks, known and unknown. We request readers to bear this in mind while reading this report.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. M. Ayyappan

Chairman &
Independent Director

Mr. N.R. Panicker

Managing Director

Dr. C. N. Ramchand

Independent Director

Mr. K. Nagarajan

Independent Director
(wef 23-10-2020)

Ms. Shruthi Panicker

Director

Mr. B.G. Biju

Nominee Director (KSIDC)

BOARD COMMITTEES

AUDIT COMMITTEE

Dr. M. Ayyappan
Dr. C.N. Ramchand
Ms. Shruthi Panicker

NOMINATION AND REMUNERATION COMMITTEE

Dr. M. Ayyappan
Dr. C.N. Ramchand
Ms. Shruthi Panicker

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Dr. C.N. Ramchand
Mr. N.R. Panicker
Dr. M. Ayyappan

CHIEF FINANCIAL OFFICER

Mr.P.Subramanyam

COMPANY SECRETARY

Ms. Priyam Agarwal

SECRETARIAL AUDITOR

JM & Associates
Practising Company Secretary
#12/18, RMS Apartments, Pandy Bazar,
T.Nagar, Chennai-600 017

INTERNAL AUDITORS

M/s. S.K. Ram Associates
P.S.Sivaswamy Salai
Mylapore, Chennai 600 004

STATUTORY AUDITORS

M/s. Vijayakumar & Easwaran
Chartered Accountants
Sasthamangalam ,
Trivandrum 695 010

PRINCIPAL BANKER

M/s. The Federal Bank Ltd, RM Mehta
Nagar Branch, Chennai

REGISTERED & CORPORATE OFFICE

3rd Floor, SFI Complex
No.178, Valluvarkottam High Road,
Nungambakkam, Chennai 600 034

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Integrated Registry Management
ServicesPrivate Ltd
KENCES Towers, 2nd Floor, No.1
Ramakrishna Street, North Usman Road,
T. Nagar Chennai 600 017

STOCK EXCHANGE WHERE COMPANY'S SHARES ARE LISTED

The BSE Limited,
25th Floor, P.J. Towers, Dalal Street,
Mumbai 400 001
SCRIP CODE: **517494**
ISIN: **INE258C01038**

ANIMATION DIVISION

DRISHYA Building, Animation SEZ,
KINFRA Film & Video Park, Kazhakkuttam,
Trivandrum 695 585

COMPANY IDENTIFICATION NUMBER

L30007TN1986PLC100219

GSTN: 32AAACT8542K1Z8 - Trivandrum
33AAACT8542K1Z6 - Chennai

NOTICE TO MEMBERS

NOTICE is hereby given that the 34th Annual General Meeting of the members of Accel Limited will be held as under:

Day :: Wednesday
Date :: 9th December 2020
Time :: 10.30 am
Venue :: Hotel "KTDC Raindrops", 169/2, Greams Road,
Chennai 600 006

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the audited standalone financial statements of the Company for the year ended 31 March 2020, together with the Directors' and Auditors' Reports thereon; and
 - b) the audited consolidated financial statements of the Company for the year ended 31 March 2020, together with the Auditors' Reports thereon.
2. To appoint a Director in place of Mr. N.R. Panicker (DIN: 00236198), who retires from office by rotation, and being eligible himself for re-appointment.
3. To consider and approve the appointment of Statutory Auditors of the Company to hold office until the conclusion of the 35th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. K S Aiyar and Co, Chartered Accountants, Chennai, with registration number 100186W be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to dissolution of firm of Statutory Auditor of M/s. Vijayakumar & Easwaran, at a remuneration as may be mutually agreed between the Auditors and the Board of Directors, to hold office of statutory Auditor till the conclusion of the Thirty fifth Annual General Meeting."

SPECIAL BUSINESS:

4. **Appointment of Mr. Nagarajan Krishnamurthy (DIN: 02172617) as a Independent Director**

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 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, Mr. Nagarajan Krishnamurthy (DIN: 02172617) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from October 23, 2020 and who holds the said

office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

5. Alteration of Object Clause in the Memorandum of Association of the Company

To consider, and if thought fit, to pass with or without modification(s), following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 4 and Section 13 along with such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Rules framed there under, as amended from time to time, and subject to the approval of Registrar of Companies, Chennai and/or of any other statutory or regulatory authority, as may be necessary, the following alterations shall be made in the Memorandum of Association of the Company:

- i. the Clause III (A) of Memorandum of Association of the Company dealing with the Main Object to be pursued by the Company be amended by inserting the following Clauses after the Clause 11 :-
 - 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.
- ii. the Clause III (B) of Memorandum of Association of the Company dealing with the matters necessary for furtherance of the object, to be pursued by the Company be amended by inserting the following Clauses after the Clause 29
- 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, licenses 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.

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 : 12/11/2020

NOTES:

- 1) 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.
- 2) Generally, 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 and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto
- 3) Brief details of the director, who is seeking appointment/ re-appointment, is annexed hereto as per the regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
- 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 34th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31 March 2020 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 AGM, 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 AGM 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 AGM.

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- 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 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.
- 14) The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the AGM.
- 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. 2nd December 2020 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
- 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. 2nd December 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 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).
- b) The facility for voting through ballot paper 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 ballot paper.
NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Polling Paper"
- c) 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 in the General Meeting.

- d) The e-voting period commences on 6th December 2020 (9.00A.M IST) and ends on 8th December 2020 (5.00P.M IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 02 December 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 soyjoseph@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 AGM [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 AGM: 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 2nd December 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, 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.
- c) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website and 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 : 12/11/2020

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statement with respect to items covered in the Notice of Meeting are given below:

Item 03:

The Members of the Company, in their meeting held on 28th September 2017 has appointed M/s. Vijaykumar & Easwaran, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years commencing from 01st April 2017 to 31st March 2022. However, due to dissolution of their firm, the Statutory auditors have resigned from the office resulting in casual vacancy.

Consequently, the Board of Directors have identified M/s. K S Aiyar and Co, Chartered Accountants, Chennai, with registration number 100186W to hold the office of Statutory Auditors of the Company to hold the office till the conclusion of the 35th annual General Meeting. The Board and the Audit Committee has approved the appointment of M/s. K S Aiyar and Co, Chartered Accountants vide resolution passed at their meeting held on 23rd October 2020, subject to the approval of the members.

M/s. K S Aiyar and Co, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the Ordinary Resolution as set out in item no.3 for approval by the Members.

Item 04:

Appointment of Mr. Nagarajan Krishnamurthy (DIN: 02172617) as Independent Director of the Company. Mr. Nagarajan Krishnamurthy, was appointed by the Board as an Additional Director with effect from October 23, 2020, in terms of provisions of Section 161 of the Companies Act, 2013, rules made there under and also in terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Nagarajan Krishnamurthy, as an Additional Director holds the office upto the date of this Annual General Meeting.

In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made there under, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying him candidature as a Director, or the intention of such member to propose his as a candidate for that office, or as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Sec. 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. As Mr. Nagarajan Krishnamurthy is an Independent Director of the Company, there is no requirement for submission of requisite deposit.

Accordingly, Corporation has received a notice from a member proposing candidature of Mr. Nagarajan Krishnamurthy, for the office of Director in terms of Section 160 of the Companies Act, 2013. Mr. Nagarajan Krishnamurthy has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the company.

Mr. Nagarajan Krishnamurthy is a sales professional with over 25 years of experience in the IT industry in India and the United States and has held many leadership positions.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of the Meeting.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 04 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 04 for approval by the Members.

Item 05:

Pursuant to the Scheme of merger of the company and its wholly owned subsidiaries M/s. Computer Factory India Private Limited and M/s. Ensure Support Services Limited, the company proposes to extend the business into other areas.

In order to enable the Company to undertake business as above, it is proposed to amend the Main Objects and necessary objects in furtherance to the main object under the Object Clause of the Memorandum of Association of the Company, by the insertion of Clauses from 12 to 17 after the Clause 11 in the main objects clause and insertion of clauses from 30 to 35 after the clause 29 under the objects in furtherance to the main objects. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of members by way of special resolution is a prerequisite to amend the object clause of the Company.

The Board recommends these resolutions for the approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Annexure A**PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

| Particulars | N.R.Panicker | Nagarajan Krishnamurthy |
|--|---|---|
| Date of Birth | 12.08.1954 | 13.01.1959 |
| Date of Appointment/Reappointment | 25.02.2004 w.e.f 01.04.2016 designated as Managing Director | 23.10.2020 w.e.f 9 th December 2020 designated as Independent Director |
| Qualification | Bachelor of Engineering | Math & Statistics graduate and MBA from University of Lucknow. |
| Expertise | IT professional with 42 years of experience in operating and managing IT businesses. Expertise includes operations, finance, management, mergers and acquisitions. | Krish is a sales professional with over 25 years of experience in the IT industry in India and the United States and has held many leadership positions. |
| Chairmanship / Membership of the Committees of the Board of Director of the Company | Member in Stakeholders' Relationship Committee | - |
| Directorship of other Companies (excluding Foreign Companies / Section 8 Companies | Accel Media Ventures Limited Accel OEM Appliances Limited Cetronics Technologies Pvt Ltd. | Dominum Strategy & Process Consultants LLP |
| Chairmanship / Membership of the Committee of other companies in which he is a Director | Nil | - |
| No. of shares held in the Company as on 31 March 2020 | 29,481,032 shares | - |
| Relationship with Other Directors and Key Managerial Personnel | Father of Non Executive Non Independent Director Ms. Shruthi Panicker | - |

Directors Report

**To
The Members,
Accel Limited**

Your directors to present their report on Company’s Business Operations along with the Audited Financial Statements for the year ended 31 March 2020.

1. Financial Highlights (In Rs.)

| Particulars | Standalone | | Consolidated | |
|--|--|--|--|--|
| | For Financial Year ended 31 March 2020 | For Financial Year ended 31 March 2019 | For Financial Year ended 31 March 2020 | For Financial Year ended 31 March 2019 |
| Total Income | 23,786,917 | 26,417,860 | 157,417,602 | 84,868,221 |
| Total Expenditure | 35,288,236 | 30,906,902 | 189,513,725 | 102,027,703 |
| Profit/(loss) before Interest, Depreciation & Tax (EBITDA) | (11,501,319) | (4,489,042) | (32,096,123) | (17,159,481) |
| Finance Charges | 4,616,653 | 1,705,032 | 7,998,586 | 3,978,369 |
| Depreciation | 7,538,613 | 8,294,837 | 14,866,343 | 16,581,628 |
| Profit/(loss) before Tax | (23,656,585) | (14,488,911) | (54,961,052) | 47,314,152 |
| Tax Expense | - | - | (160,874) | (12,503) |
| Net Profit/(Loss) After Tax | (23,656,585) | (14,488,911) | (55,121,926) | 47,301,648 |
| Earnings Per Share | | | | |
| Basic | (0.41) | (0.25) | (0.96) | (0.66) |
| Diluted | (0.41) | (0.25) | (0.96) | (0.66) |

2. Review of Operations

During the year under review, your company recorded total income of **Rs.237.86 mn** (Previous Year Rs. 264.17 mn) comprising of Income from Animation services **Rs.6.29 mn** (Previous Year Rs.1.83 mn) Engineering Services **Rs.1.07 mn** (Previous Year Rs.5.59 mn) other services Rs.1.33 mn (Previous Year Rs. 0.10 mn). The Company reported a loss of Rs.23.65 mn.

The Company continued to carry on the business of electronic manufacturing services and animation content development during the year under review.

Detailed information on the operations of the Company and details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report.

3. Dividend

During the year under review, the Company has not declared any dividend.

4. Transfer To Reserves

No amount was transferred to reserves during the FY 2019-20.

5. Material changes and commitments affecting the financial position between the end of financial year and date of report after the balance sheet date

Material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relates and the date of this report.

Global Pandemic- COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity.

The Company has considered the possible risk that may result from the pandemic relating to COVID -19 and expects to recover the carrying amount of all its assets, both financial and non financial, in the ordinary course of business, based on the internal and external information available. The company is continuously monitoring any material changes in future economic conditions. The company is of the view that the impact of COVID -19 may be different from those estimated presently.

Acquisition of IT Service Companies

The Company acquired in March 2020, M/s. Computer Factory (India) Private Limited for a consideration of Rs.3 crores and the operational results of the company are included in the consolidated financials. Computer Factory (India) Private Limited is engaged in the business of IT Infrastructure Management and Systems integration

The Company in July 2020 has acquired Ensure Support Services (India) Limited for a consideration of Rs. 31 Crores. Ensure is into IT related Distribution and services with an average annual turnover of over 100 Crores in the past three years.

Scheme of Merger

The Company has submitted a Scheme of Merger under Section 233 of the Companies Act, 2013 on 22nd September with the Regional Director – Southern Regions. It proposes to merge the subsidiary companies Ensure Support Services India Limited and Computer Factory (India) Private Limited, with the company Accel Limited under a Scheme of Amalgamation between Ensure Support Services India Limited (Transferor Company - I) and Computer Factory (India) Private Limited (Transferor Company - II) with Accel Limited (Transferee Company).

6. Management Discussion and Analysis

Management’s Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), is presented in a separate section, forming part of the Annual Report.

7. Consolidated Financial Statement

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as “the Act”), Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2019-20, together with the Auditors’ Report form part of this Annual Report.

8. Subsidiary Companies/ Associate Companies/Holding Companies/ Joint Ventures

A statement containing the salient features of the financial statement of Subsidiary Companies/ Associate Companies, as per Section 129(3) of the Companies Act, 2013 is provided in Form No. AOC 1 is attached as **Annexure I** to the consolidated financial statement and therefore not repeated, to avoid duplication.

9. Directors' Responsibility Statement

As required under clause (c) of sub-section (3) of section 134 of the Companies Act, 2013, directors, to the best of their knowledge and belief, state that-

i. in the preparation of the annual financial statements for the year ended 31 March 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

ii. such accounting policies have been selected and applied consistently and made such judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year 31 March 2020 and of the profit/loss of the Company for that period;

iii. proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. annual financial statements have been prepared on a going concern basis;

v. internal financial controls have been laid down and followed by the Company and that such internal financial controls are adequate and are operating effectively; and

vi. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India ("SEBI"). The Company has also implemented several best governance practices. The report on Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

11. Related Party Transactions

During the FY 2019-20, Related Party Transactions as defined under Section 188 of the Act read with Companies (Meeting of Board and its Powers) Rules, 2014, and the Listing Regulations, as amended, were at arm's length and in ordinary course of business.

Omnibus approval for related party transactions (at arm's length and in ordinary course of business) which were foreseen and repetitive in nature was obtained from the Audit Committee from time to time. During the period under review, your Company did not enter into any Related Party Transaction which may be considered material in terms of Section 188 of the Act read with Companies (Meeting of Board and its Powers) Rules, 2014, as amended, and thus disclosure in Form AOC-2 is annexed as **Annexure- I** to this Report.

12. Risk Management Policy

Information on the development and implementation of a Risk Management Policy for the Company including identification therein of elements of risk, which in the opinion of the Board may threaten the existence of the Company, is given in the Corporate Governance Report.

13. Details of internal financial controls with reference to the financial statements

The Company has in place adequate financial controls commensurate with the size of the business. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

14. Directors and Key Managerial Personnel

During the year under review all independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in section 149 (6) of the said Act and Regulation 16(1)(b) of SEBI, Listing Regulations, 2015.

I. Changes in Directors

Retirement by Rotation:

The independent directors hold office for a fixed term not exceeding five years from the date of their appointment and are not liable to retire by rotation.

The Companies Act, 2013 mandates that at least two-thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation. Accordingly, Mr. N R Panicker (DIN 00236198), Managing Director, being the longest in the office amongst the directors liable to retire by rotation, retires from the Board by rotation this year and, being eligible, has offered her candidature for re-appointment.

Brief detail of Mr. N R Panicker, who is seeking re-appointment, is given in the notice of annual general meeting.

Appointment of Nominee Director

During the year, KSIDC has appointed Mr. Biju Bijubhavan Gopinath as its nominee director on the Board of the Company on 18 December, 2019.

Appointment of Independent Director

On 23 October, 2020, Mr. Nagarajan Krishnamurthy was appointed as the Additional Director by the Board of Directors of the company, to hold office as Independent Director till the conclusion of 34th Annual General Meeting of the Company.

II. Change in Key Managerial Personnel:

Due to some personal commitments Mr. Sundaresan Gopalakrishnan ceased to be the Chief Financial Officer of the Company w.e.f. 31 May 2019.

The Board at its meeting held on 13 November, 2019, pursuant to the recommendation of Nomination and Remuneration Committee appointed Mr. P Subramanyam as Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. 13 November, 2019.

There was no other change in the Directors and Key Managerial Personnel during the year under review. The Company has received declarations from all the Independent Directors of the Company confirming that:

- a) they meet the criteria of independence prescribed under the Act and the Listing Regulations and
- b) they have registered their names in the Independent Directors’ Databank.

Detailed information on the directors is provided in the Corporate Governance Report.

15. Performance Evaluation

The Company has a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. In accordance with the manner specified by the Nomination and Remuneration Committee, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors. The Independent Directors carried out annual performance evaluation of the Chairperson. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members.

The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees. A consolidated report was shared with the Chairman of the Board for his review and giving feedback to each Director.

16. Auditors and Audit Report

Statutory Auditors

The Statutory Auditors of the Company, M/s. Vijayakumar & Easwaran, Chartered Accountants (Firm Registration Number – 004703S) were appointed at the 31st Annual General Meeting of the Company to hold office for a term of 5 (five) consecutive years until the conclusion of the 36th Annual General Meeting of the Company.

Necessary resolutions are proposed in this Annual General Meeting for the share holders approval for appointment of the statutory auditors to hold office till the conclusion of the 35th Annual General Meeting.

The statutory auditors of the company has resigned on 30th September 2020 due to the dissolution of the firm.

The company has appointed K S Aiyar & Co, Chartered Accountants as statutory auditors of the company at its board meeting held on 23rd October 2020 subject to approval of shareholders at annual general meeting.

The Board of Directors would like to clarify as below regarding “Emphasis of Matter” expressed by auditors, M/s. Vijayakumar and Easwaran in their report annexed along with this Annual Report under Emphasis matter.

Auditor comments

- a) As mentioned in note no 3 & 4 the company has an investment of Rs 98 lakhs and loans of Rs 320 lakhs, totaling to Rs 418 lakhs in Accel OEM Appliances Ltd (AOAL), a subsidiary of the Company. AOAL is yet to start business activities since the joint venture arrangement with a company in Hongkong has been delayed due to political issues in the country. Since the company is hopeful of commencing the business activity soon, adjustments relating to same has not been made in the books of accounts.

Management Response

As planned AOAL couldn't commence its joint venture operation with Hong Kong company, because of political issue in that county.

AOAL had invested the money in land and building for an value of 4.12 crores and the present market value will be more than 5 crores

Auditor comments

b) As mentioned in note no 4 the company has to receive a sum of Rs 392 lakhs towards Inter Corporate deposits shown under “other financial assets Non- Current” in the financial statements during the year. The Company is hopeful in recovering this amount. So adjustments relating to same has not been made in the books of accounts

Management Response

Despite the covid pandemic, the company has been able to realize a small part of the amount after 31st July 2020 and the company is pursuing to collect the balance and is hopeful of the collection.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, your Directors appointed M/s. J.M. & Associates, Company Secretaries to undertake the Secretarial Audit of your Company for FY 2019-20. The Report of the Secretarial Auditor for FY 2019-20 is annexed as '**Annexure II**' to this Report.

There were no qualifications, reservations, observations or adverse remarks made by the Auditors in their report.

17. Disclosures

I. Meetings Of The Board

Nine Meetings of the Board of Directors were held during the year. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report.

II. Audit Committee

The Audit Committee comprises of 3 Directors namely Dr. M. Ayyappan (Chairman), Dr. C.N.Ramchand, Mrs. Shruthi Panicker. During the year all the recommendations made by the Audit Committee were accepted by the Board.

III. Nomination And Remuneration Committee

The Nomination and Remuneration Committee comprises of Dr. C.N. Ramchand (Chairman), Dr. M. Ayyappan, Mrs. Shruthi Panicker.

IV. Vigil Mechanism

The Company has established a robust Vigil Mechanism and a Whistle-blower policy in accordance with provisions of the Act and Listing Regulations. The Vigil Mechanism is supervised by an 'Ethics & Compliance Task Force' comprising a member of the Board as the Chairperson and senior executives as members.

Protected disclosures can be made by a whistle-blower through an e-mail, or dedicated telephone line or a letter to the Ethics & Compliance Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle-blower policy is put up on the Company's website and can be accessed at www.accel-india.com

V. Reporting under the Sexual Harassment of Woman at workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has in place an Anti-Sexual Harassment policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No case was reported relating to Sexual harassment complaints during FY 2019-20.

VI. Particulars of loans, guarantees or investments

Information regarding loans, guarantees and investments covered under the provisions of section 186 of the Companies Act, 2013 are detailed in the Financial Statements.

VII. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are set out in an '**Annexure III**' to this Report.

VIII. Extract Of Annual Return

The extract of Annual Return as provided under sub-section (3) of section 92 of the Companies Act, 2013, in the prescribed form MGT-9 is annexed as '**Annexure IV**' to this Report.

IX. Particulars Of Employees

The information required under section 197 of the Act and rules made there-under, in respect of employees of the company, is not required to be provided since there are no employees covered under the provision.

18. General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
- There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.

Acknowledgements

The Board of Directors take this opportunity to thank all its shareholders, valued customers, banks, Government and statutory authorities, investors and stock exchanges for their continued support to the Company. Your Directors wish to place on record their deep sense of appreciation for the committed services by employees. Your Directors acknowledge with gratitude the encouragement and support extended by the valued shareholders and the Promoters of the Company.

For and on behalf of the Board of Directors

N.R.Panicker
Managing Director
DIN 00236198

C.N.Ramchand
Director
DIN 05166709

Place: Chennai
Date: 12.11.2020

Annexure I**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: None
2. Details of material contracts or arrangement or transactions at arm's length basis (Amount in INR.):

| S. No | Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts / arrangement s/transactions | Salient terms of the contracts or arrangements or transactions including the value, if any (in Rs.) | Date of approval of Board | Amount paid as advances, if any |
|--------------|--|--|---|--|----------------------------------|--|
| 1 | Accel Media Ventures Limited | Rendering of services | - | 50,23,650 | - | - |

For and on behalf of the Board
Accel Limited

Date : 12.11.2020

Place : Chennai

N.R.Panicker
Managing Director
DIN:00236198

C.N.Ramchand
Director
DIN: 05166709

Annexure II
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of
the Companies (Appointment and Remuneration of Managerial Personnel)
Rules, 2014]**

The Members,

ACCEL LIMITED (formerly Accel Transmatic Limited)

3rd Floor, SFI Complex, No.178, Valluvarkottam High Road
Nungambakkam, Chennai-600034.

I have conducted secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Accel Limited (hereinafter called 'the company'). Subject to the limitation of physical interaction and verification of records caused by COVID-19 pandemic and lock-down, the Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; - **Not Applicable.**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

-
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable during the Audit Period.**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable during the Audit Period.**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - **Not applicable during the Audit Period.**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable during the Audit Period.**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable during the Audit Period.**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

I have also examined compliance with the applicable clauses of the following:

- (vi) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India (Notified with effect from 1st July, 2015).
- (vii) The Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the Company are listed.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on a review of the reports by operation departments of the company to Top Management/Board of Directors of the Company, I report that the company has substantially complied with the provision of those Acts that are applicable to it such as Payment of Wages Act 1936, Minimum Wages act 1948, Employees Provident Fund Act 1952, Employees State Insurance Act 1948.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including a women director. During the year, on 18th December, 2019 Mr. B Biju, was appointed as the nominee director on the Board of the Company by Kerala State Development Industrial Corporation. Subsequently, on 14th January, 2020 to comply with Regulation 17(1) of SEBI (LODR), 2015, Mr. N.R.Panicker, the executive director and chairman of the company has resigned from his chairmanship and a non-executive director has been appointed as the chairman of the company.

All the changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that during the year under review BSE ("Bombay Stock Exchange") has issued a penalty letter for non-compliance of Regulation 17(1) pertaining to the composition of the Board of Directors of the company for the Corporate Governance Report filed for the quarter ended 31st December, 2019. However, the company has submitted a clarification letter, that it is in compliance of the Regulation and has not paid the penalty as on date of the report.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, following specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. have taken place, having a major bearing on the company's affairs-

- i. During the year, Mr. Gopalkrishnan, Chief Financial Officer of the Company resigned and Mr. P Subramanyam was appointed as the CFO of the Company.
- ii. The Company has taken a loan of Rs.23 crore from Kerala State Development Industrial Corporation for one of its projects. KSIDC has appointed Mr. B Biju as nominee director on Board of the Company. The Company has taken approval from shareholders as per Section 180 of the Companies Act, 2013 and has sufficient borrowing limits.
- iii. The Company has taken approval of the shareholder to make loan/ investment and give guarantee/ provide security upto maximum amount of Rs.100 Crore 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.

- iv. The Company has fully acquired M/s. Computer Factory (India) Private Limited (CFIPL) and CFIPL has become a wholly owned subsidiary of the Company.

For **JM & Associates,**

Company Secretaries

Soy Joseph
Partner

Place: Chennai
Date: 28.07.2020

(ACS-13852, CP-5612)
UDIN: A013852B000511734

Annexure to Secretarial Audit Report

The Members,
ACCEL LIMITED (formerly Accel Transmatic Limited)
3rd Floor, SFI Complex, No.178, Valluvarkottam High Road
Nungambakkam, Chennai-600034

Our Secretarial Audit report of even date is to be read along with this letter and it forms an integral part of the Audit report:

1. The Compliance of provisions of all laws, rules, regulations, standards applicable to the Company is the responsibility of the management of the company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **JM & Associates,**
Company Secretaries

Soy Joseph
Partner

Place: Chennai
Date: 28.07.2020

(ACS-13852, CP-5612)

ANNEXURE III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The company’s operations involve very low energy consumption and therefore the scope of energy conservation is limited. The company has taken steps to conserve electricity consumption in offices.

The company is in high technology business and is constantly upgrading technology to meet the current challenges at all levels. Almost all employees in the company use personal computers, in a networked environment. The company uses internet based technology for its communication needs.

The details regarding foreign exchange earnings and outgo are being mentioned in the notes to the accounts.

Annexure-IV FORM MGT-9

Extract of Annual Return as on the financial year ended on 31 March, 2020
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|---|---|
| i) | Company Identification Number | L30007TN1986PLC100219 |
| ii) | Registration Date | 19 May 1986 |
| iii) | Name of the Company | Accel Limited |
| iv) | Category / Sub Category of the Company | Animation Services Engineering Services Real Estate Development |
| v) | Address of the Registered Office and Contact details | 3rd Floor, SFI Complex, 178 Valluvarkottam High Road, Nungambakkam, Chennai 600034 Tel: 044 28222264 Email: companysecretary@accel-india.com Website: www.acceltransmatic.com/ www.accel-india.com |
| vi) | Whether Listed Company Yes / No | Yes – BSE |
| vii) | Name and address of Registrar and Transfer Agents if any. | M/s. Integrated Registry Management Services Pvt. Ltd (Previously Integrated India Limited) 2 nd Floor, KENCES Towers No.1 Ramakrishna Street, North Usman Road, T. Nagar Chennai 600 017 Tel: 044-2814801 – 803 Email: srirams@integratedindia.in |

II. PRINCIPAL BUSINESS AND ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more the total turnover of the company shall be stated:-

| Sl.No. | Name and description of main products / service | NIC Code of the product / service | % total turnover of the Company |
|--------|--|-----------------------------------|---------------------------------|
| 1. | Manufacture of other electronic components n.e.c (Engineering Services) | 26109 | 16.16 |
| 2. | Other information technology and computer service activities (Animation & IT Services) | 62009 | 42.94 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| S.No | Name and address Of company | CIN/GLN | Holding / Subsidiary / Associate | % of shares Held | Applicable Section |
|------|--|-----------------------|----------------------------------|------------------|--------------------|
| 1. | Accel Media Ventures Ltd | U74999TN1987PLC014976 | Subsidiary | 76.76 | 2(87) |
| 2. | Accel OEM Appliances Limited | U64201TN2000PLC044470 | Subsidiary | 100 | 2(87) |
| 3. | Cetronics Technologies Private Ltd | U72900KL2016PTC040122 | Associate | 39 | 2(6) |
| 4. | Computer Factory (India) Private Limited | U51909TN1993PTC026207 | Subsidiary | 100 | 2(87) |

IV. SHAREHOLDING PATTERN (Equity share capital breakup as percentage of total equity)**i. Category-wise shareholding:**

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|----------------------------------|---|--------------|-------------------|-------------------|---|--------------|-------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/HUF | 41,113,361 | - | 41,113,361 | 72.12 | 41,275,661 | - | 41,275,661 | 72.40 | 0.28 |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp | - | - | - | - | - | - | - | - | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total(A)(1): | 41,113,361 | - | 41,113,361 | 72.12 | 41,275,661 | - | 41,275,661 | 72.40 | 0.28 |
| 2) Foreign | | | | | | | | | |
| g) NRIs-Individuals | - | - | - | - | - | - | - | - | - |
| h) Other-Individuals | - | - | - | - | - | - | - | - | - |
| i) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| j) Banks / FI | - | - | - | - | - | - | - | - | - |
| k) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total (A)(2):- | - | - | - | - | - | - | - | - | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | 2,144 | 2,144 | 0.01 | - | 2144 | 2144 | 0.01 | - |
| b) Banks / FI | 400 | 120 | 520 | 0.01 | 400 | 120 | 520 | 0.01 | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | 137,080 | - | 137,080 | 0.24 | 0.24 |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1) | 400 | 2,264 | 2,664 | 0.02 | 137,480 | 2,264 | 139,744 | 0.26 | 0.24 |
| 2. Non Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 715504 | 4,480 | 719,984 | 1.26 | 473993 | 4,480 | 478473 | 0.84 | (0.42) |
| (ii) Overseas | 560 | - | 560 | 0.005 | 560 | - | 560 | 0.005 | - |
| b) Individuals | | | | | | | | | |

| | | | | | | | | | |
|---|-------------------|----------------|-------------------|--------------|-------------------|----------------|-------------------|--------------|---------------|
| (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 2,298,550 | 273,523 | 2,572,073 | 4.51 | 2,243,448 | 248,193 | 2,491,641 | 4.37 | (0.14) |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 11,997,742 | 264,500 | 12,262,242 | 21.51 | 12,336,042 | 80,000 | 12,416,042 | 21.78 | 0.27 |
| c) Others(Specify) | 336,517 | - | 336,517 | 0.59 | 205,280 | - | 205280 | 0.36 | (0.23) |
| Sub-total (B)(2) | 15,348,873 | 542,503 | 15,891,376 | 27.88 | 15,259,323 | 332,673 | 15,591,996 | 27.35 | (0.52) |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 15,349,273 | 544,767 | 15,894,040 | 27.88 | 15,396,803 | 334,937 | 15,731,740 | 27.55 | (0.28) |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 56,462,634 | 544,767 | 57,007,401 | 100.0 | 56,672,464 | 334,937 | 57,007,401 | 100.0 | - |

ii. Shareholding of Promoters:

| S.No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | |
|------|---------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total share | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | % change in share holding during the year |
| 1. | N.R. Panicker | 27,770,810 | 48.71 | - | 29,481,032 | 51.71 | - | 3.00 |
| 2. | Sreekumari Panicker | 6,500,000 | 11.40 | - | 4,789,778 | 8.40 | - | (3.00) |
| 3. | Shruthi Panicker | 6,506,851 | 11.41 | - | 6,506,851 | 11.41 | - | - |
| 4. | Harikrishna R | 335,700 | 0.59 | - | 498,000 | 0.87 | - | 0.28 |
| | TOTAL | 41,113,361 | 72.11 | - | 41,275,661 | 72.39 | - | 0.28 |

iii. Change in Promoters' Shareholding (please specify, if there is no change)

| S.No | Name | Shareholding at the beginning of the year (01.04.2019) | | Cumulative shareholding during the year (31.03.2020) | |
|------|--|--|-------------------------------|--|-------------------------------|
| | | No. of Shares | % total shares of the company | No. of Shares | % total shares of the company |
| | At the beginning of the year 1 April 2019 | 4,11,13,361 | 72.11 | | |
| | Date wise Increase / (Decrease): | | | | |
| I | N. R. Panicker | | | | |
| | Purchase during the year from Mrs. Sreekumari Panicker | 17,10,222 | 3.00 | 4,28,23,583 | 75.11 |
| II | Sreekumari Panicker | | | | |
| | Sale during the year to Mr. N R Panicker | (17,10,222) | (3.00) | 4,11,13,361 | 72.11 |
| III | Harikrishna R | | | | |
| | Market Purchase | 1,62,300 | 0.28 | 4,12,75,661 | 72.39 |
| | At the end of the year | 4,11,13,361 | 72.12 | 41,275,661 | 72.39 |

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

| S.No | Name of the Shareholder | Shareholding | | Cumulative Shareholding during the year | |
|------|---|---------------|--------------------------------------|---|--------------------------------------|
| | | No. of Shares | % of the Total shares Of the company | No. of Shares | % of the Total shares Of the company |
| 01 | R GANESH | | | | |
| | At the Beginning of the Year | 2,106,574 | 3.69 | 2,106,574 | 3.69 |
| | Increase during the year | - | - | - | - |
| | At the end of the year | 2,106,574 | 3.69 | 2,106,574 | 3.69 |
| 02 | MAQBOOL HASSAN P | | | | |
| | At the Beginning of the Year | 1,394,850 | 2.44 | 1,394,850 | 2.44 |
| | Decrease during the year | (79075) | (0.13) | (79075) | (0.13) |
| | At the end of the year | 1,315,775 | 2.31 | 1,315,775 | 2.31 |
| 03 | ARUNA T PRABHU | | | | |
| | At the Beginning of the Year | 1,325,000 | 2.32 | 1,325,000 | 2.32 |
| | Decrease during the year | (15435) | (0.02) | (15435) | (0.02) |
| | At the end of the year | 1,309,565 | 2.30 | 1,309,565 | 2.30 |
| 04 | AUSTIN PAUL ANTONY | | | | |
| | At the Beginning of the Year | 814,382 | 1.43 | 814,382 | 1.43 |
| | Increase during the year | - | - | - | - |
| | At the end of the year (or on the date of separation, if separated during the year) | 814,382 | 1.43 | 814,382 | 1.43 |
| 06 | LAKSHMIPATHI R | | | | |
| | At the Beginning of the Year | 670,146 | 1.17 | 670,146 | 1.17 |

| | | | | | |
|----|------------------------------|---------|--------|---------|--------|
| | Decrease during the year | (45953) | (0.08) | (45953) | (0.08) |
| | At the end of the year | 624,193 | 1.09 | 624,193 | 1.09 |
| 07 | RAMESAN M | | | | |
| | At the Beginning of the Year | 520,770 | 0.91 | 520,770 | 0.91 |
| | Increase during the year | - | - | - | - |
| | At the end of the year | 520,770 | 0.91 | 520,770 | 0.91 |
| 08 | M SHIKAR | | | | |
| | At the Beginning of the Year | 483,549 | 0.84 | 483,549 | 0.84 |
| | Increase during the year | 981 | 0.01 | 981 | 0.01 |
| | At the end of the year | 484,530 | 0.85 | 484,530 | 0.85 |
| 09 | GANGA DEVI B | | | | |
| | At the Beginning of the Year | 346,250 | 0.60 | 346,250 | 0.60 |
| | Increase during the year | - | - | - | - |
| | At the end of the year | 346,250 | 0.60 | 346,250 | 0.60 |
| 10 | RAJKUMARI VIMALCHAND | | | | |
| | At the Beginning of the Year | 315,000 | 0.55 | 315,000 | 0.55 |
| | Increase during the year | - | - | - | - |
| | At the end of the year | 315,000 | 0.55 | 315,000 | 0.55 |

It is not feasible to track movement of shares on daily basis. The changes are because of market transactions.

The above details are given as on 31 March 2020. The Company is listed and 99.41% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis.

Further, Company has not allotted/transferred or issued any bonus or sweat equity shares during the year.

v. Shareholding of Directors and Key Managerial personnel

| Name | As on 31.03.2020 | |
|------------------|------------------|-------------------------|
| | No. of Shares | % to total shareholding |
| N. R. Panicker | 29,481,032 | 51.71 |
| C.N. Ramchand | 34,687 | 0.06 |
| Shruthi Panicker | 6,506,851 | 11.41 |

No other Director/Key Managerial Personnel holds any equity shares in the Company.

V. Indebtedness**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-------------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 39,429,790 | - | - | 39,429,790 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | 39,429,790 | - | - | 39,429,790 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | 133,415,324 | 13,000,000 | - | 146,415,324 |
| • Reduction | - | | | - |
| Net Change | 133,415,324 | 13,000,000 | - | 146,415,324 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 172,845,114 | 13,000,000 | - | 185,845,114 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | 172,845,114 | 13,000,000 | - | 185,845,114 |

VI. Remuneration of Directors and Key Managerial Personnel**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: 01**

| Name of Managing Director | | Mr. N.R. Panicker | |
|---------------------------|--|-------------------------|--|
| S.No | Particulars of Remuneration | Rs. In Lacs (per Annum) | |
| 1 | Gross Salary | | |
| | 1(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 | 39.60 | |
| | 1(b) Value of perquisites u/s 17(2) Income tax Act, 1961 | 24.90 | |
| | 1(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | - | |
| 2 | Stock Option | - | |
| 3 | Sweet Equity | - | |
| 4 | Commission | - | |
| | - as a % of Profit | - | |
| | - others (specify) | - | |
| 5 | Others, please specify: Retirement benefits | - | |
| | Total (A) | 64.50 | |
| | Ceiling as per the Act | - | |

B. Remuneration to Other Directors

| S.No | Particulars of Remuneration | Name of Directors | | Total Amount (Rs In Lacs) |
|------|--|----------------------|-------------|---------------------------|
| | | C.N. Ramchand | M. Ayyappan | |
| 1 | Fee for attending board / committee meetings | 1.70 | 2.10 | 3.80 |
| 2 | Commission | - | - | - |
| 3 | Others, Please specify | - | - | - |
| | Total | 1.70 | 2.10 | 3.80 |
| | Total Managerial Remuneration | | | |
| | Overall Ceiling as per the Act | 6% of the Net Profit | | |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

| S.No | Particulars of Remuneration | Key Managerial Person | | |
|------|--|--|---|------------------|
| | | Company Secretary Mrs. Priyam Agrawal | CFO Mr. Gopalkrishnan (upto- 01.06.2019) & Mr. P Subramanyam (w.e.f.- 13.11.2019) | Total (Rs. Lacs) |
| 1 | Gross Salary | | | |
| | 1(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 3.00 | 4.88 | 7.88 |
| | 1(b) Value of perquisites u/s 17(2) Income tax Act, 1961 | - | - | - |
| | 1(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweet Equity | - | - | - |
| 4 | Commission | - | - | - |
| | - as a % of Profit | - | - | - |
| | - others (specify) | - | - | - |
| 5 | Others, please specify: Retirement benefits | - | - | - |
| | Total (A) | 3.00 | 4.88 | 7.88 |
| | Ceiling as per the Act | NA | NA | NA |

II. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / Compounding of offences for the year ending 31 March 2020.

For and on behalf of the Board
Accel Limited

Date : 12.11.2020

Place : Chennai

N.R.Panicker
Managing Director
DIN:00236198

C.N.Ramchand
Director
DIN: 05166709

Management Discussion and Analysis

A. Indian Economy and industry overview

The Indian economy has been going through a slow growth trajectory as there has been a liquidity crunch in the financial sector and a slowdown in investment growth. With the Government of India’s initiative on Make-in-India, the country has witnessed many global corporations showing interests in the electronics manufacturing sector especially in the Defense and Consumer electronics domain. The potential for Electronics manufacturing continues to be high in India. The VFX and animation industry has grown significantly over the years, not only supporting the growing Indian M & E sector but has also developed as an outsourcing industry for global markets. However the advent of COVID 19 pandemic in January 20 has adversely affected the economy and totally collapsing the business activities from March 20 due to lockdowns. There is no clear visibility for growth in economic activities even as businesses start resuming from July 2020 on a phased manner.

Business model

The Company has been reorganizing its business portfolio after non compete agreement which we had with Accel Frontline Ltd (presently known as Inspirisys) in July 2019. The company decided to reinvent itself in IT Infrastructure Services as the core business and Real Estate related business as another focused area for growth. As regard to the Animation Division, the company decided to focus merely on exploitation of its existing products (IPs) and to discontinue the electronic Manufacturing services activities as it was finding it difficult to scale up the activities without having adequate capital to set up economically viable production lines. Accel IT Services is launched as a division of Accel Limited, with focus on IT Infrastructure Services, Warranty Fulfillment Services, and training services

Real Estate Development

The Company during the year commenced construction of the first Phase of it’s IT SEZ building project with a built up area of 1,60,000 Sq Ft of IT space on the lease hold land provided to us by KINFRA, in their SEZ, in Kazhakuttam , Thiruvananthapuram which shall be let out on rent to IT/ITES companies. We have obtained co-developer status along with KINFRA which will enable us to let out the premises to software export units. Though the construction activities got delayed due to the pandemic afflicted Lockdowns , the construction will get completed by March 2021. Barring unforeseen circumstances, this will result in positive cash flows in the next 18 -24 months.

Animation services division

The Company has been having its Animation division for almost 11 years and has been handicapped in pursuing its growth due to non availability of funds. In the meantime, the Company has set up a subsidiary company by name Accel Media Ventures to pursue Visual Effects (VFX) business for the movie industry that also include certain animation work. Our animation division currently holds right for certain IPs, which can be exploited in the near term. However, it is being explored whether the animation assets can be transferred to Accel Media Ventures and the company can focus on its IT Services and Real Estate businesses for future growth. The Media services industry in the meantime had virtual collapse due to the Pandemic and our VFX business is expected to recover only after the COVID related uncertainties disappear, which is expected by the 2nd quarter of 2021-22.

Strategic Business Initiatives

As the company is exploring accelerated growth in its IT services business, it was decided to acquire small and medium IT services companies that had demonstrated business track record. The company had completed two strategic acquisitions in the last 9 months which had a combined turnover of Rs 115 Crores and EBITDA of about Rs 11 Crores for the financial year ended March 2020. These companies namely Computer Factory (India) Private Limited and Ensure Support Services India Limited are currently wholly owned subsidiaries of our company. The management has taken necessary steps to merge these

acquired companies with itself effective from 1/4/2020. The management is hopeful that the merger process will be completed during the current financial year. This will catapult Accel IT services into a formidable player in the domestic IT services market.

A. Future Outlook

With domestic industry likely to grow after the current slowdown, the company is going to focus on IT services and Real Estate. The turnover and profitability can go up slowly but in an accelerated pace of 3-4 years. As the Company's core competency being IT services, the management is confident of turning around the fortunes of the Company with renewed focus.

B. Opportunities, Risks and threats.

Indian IT/ITES industry is continuing to grow at a healthy rate of 10-15% per annum; there is tremendous opportunities for small and medium IT services companies. And the IT space in Trivandrum is positioned as a premium space which has evinced interest from MNC companies who are moving to TIER 2 Cities as they look for cost effective real estate solutions for their operations. There could be certain risks involved with the business plans involving borrowed funds. However, considering that our debt /equity will be at comfortable levels, the risks are mitigated. There are new and upcoming projects of similar nature at different location, can be a threat to the Company. However, we are planning for these expansions in phases and as such projects of these types will continue to survive and flourish. Accel's long experience in IT and management strength will help it survive the headwinds as it thrive for accelerated growth.

C. Internal Control Systems and their adequacy

One of the key requirements of the Companies Act, 2013 is that companies should have adequate Internal Financial Controls (IFC) and that such controls should operate effectively. Internal Financial Controls means the policies and procedures adopted by the company for ensuring orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

Your Company has adequate systems and processes to assess and ensure that not only does adequate control exists, it also provides various input to the management for timely corrections. The process involves scoping and planning to identify and map significant accounts and processes based on materiality. Thereafter risk is identified and their associated controls are mapped, else remediation is implemented. These controls are tested to assess operating effectiveness.

The auditor performs independent verification of controls. The Auditors' Report is required to comment on whether the Company has adequate IFC system in place and such controls are operating effectively.

Your Company's Internal Control System is robust and well established and being followed for many years with periodic improvements. It includes documented rules and guidelines for conducting business. The environment and controls are periodically monitored through procedures/ processes set by the management, covering critical and important areas. These controls are periodically reviewed and updated to reflect the changes in the business and environment.

A. Human resource management

As on 31 March 2020, the Company has employee strength of only 29 to carry on its present down sized level of activities and is expected to grow slowly. We have an established employee recruitment and retention policy, which involves identifying right talents through recruitment and training programme as well as lateral recruitment and providing them with appropriate training and induction. We ensure that all our employees receive technical and managerial inputs regularly through various trainings and induction.

B. Key Financial Ratios

| Particulars | FY2020 | FY 2019 |
|--------------------------|---------------|----------------|
| Debtors Turnover Ratio | 1.81 | 00.06 |
| Inventory Turnover Ratio | 25.11 | 9.26 |
| Current Ratio | 2.43 | 18.37 |
| Operating Profit Margin | -127.83 | -116.39 |
| Net Profit Margin | -158.83 | -131.92 |
| Return on Net Worth | -20.75 | -2.10 |

C. Forward-Looking statements

Statements in the Management Discussion and Analysis describing the Company’s objective, projections estimates and expectations may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas market in which the company operates, change in Government regulations, tax laws, interest costs, other statutes and other incidental factors. Thus the company should and need not be held responsible, if the future returns out to be something quite different. The Discussion and Analysis should be pursued subject to this management disclaimer.

CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and the report contains the details of Corporate Governance systems and processes at Accel Limited (AL).

1. **Company’s practice on Corporate Governance**

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organization. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholder value. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all.

Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit. Good Governance practices stem from the dynamic culture and positive mindset of the organization. The Corporate Governance guidelines are in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘SEBI Listing Regulations, 2015’).

2. **Board of Directors**

A. Composition of Board:

The present Board of the Company consists of six directors, out of whom one is non-executive chairman, one executive director, two are non-executive independent, one is non-executive non-independent (Women Director) and one Nominee Director. The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints.

All directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors.

B. Number of meetings of the Board

During the year 2019-20 the Board of Directors met Nine times, viz. 29th May 2019, 14th August, 2019, 5th September 2019, 28th September 2019, 14th October 2019, 13th November 2019, 14th January 2020, 13th February 2020 and 27th February 2020. The maximum time gap between any two consecutive meetings did not exceed 120 days.

C. Attendance record of directors

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 28 September 2019, with particulars of their Directorships and Chairmanship/Membership of Board Committees of the companies showing the position as on 31 March 2020 are given below:

| Name of the Director | Category as at 31.03.2020 | No. of Board meetings Attended Out of 09 Meetings Held as on 31.03.2020 | Attendance At the last AGM held On 28.09.2019 | No. of Director Ship held in Listed entites (including this company) | Committee/s position as on 31.03.2020 (All companies including this company) | |
|--------------------------------|---|---|---|--|--|----------|
| | | | | | Member | Chairman |
| Mr. N.R. Panicker | Executive Managing Director, Promoter | 09 | Yes | 01 | 01 | - |
| Dr. C.N. Ramchand [#] | Non Executive Independent Director | 07 | Yes | 02 | 03 | 02 |
| Dr. M. Ayyappan | Chairman and Non Executive Independent Director | 09 | Yes | 01 | 02 | 01 |
| Ms. Shruthi Panicker | Non Executive Director | 07* | No | 01 | 01 | 00 |
| Mr. Biju B G | Nominee Director | 03 | NA | 00 | 00 | 00 |

[#] Non Executive Independent Director in Thejo Engineering Limited

*6 meetings participated via Video conferencing.

@ Joined w.e.f. from 18.12.2019

Chairmanships/Memberships of Board Committees include only Audit, Stakeholders Relationship Committee held in listed entities including this Company.

D. Relationship with other directors

Ms. Shruthi Panicker is the daughter of Mr. N.R. Panicker.

E. Shares held by non-executive directors

Ms. Shruthi Panicker, non-executive director of the Company holds 6,506,851 number of equity shares as on 31 March 2020.

Dr. C.N. Ramchand, non-executive independent director of the Company holds 34,687 number of equity shares as on 31 March 2020.

F. Non-Executive Independent Directors’ compensation and disclosures:

The Non-Executive Independent Directors are paid sitting fee within the limits prescribed under Section 197(1) (ii) of the Act. The Non-Executive Independent Directors did not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees and commission to them during the year 2019-20.

Independent Directors are not serving as Independent Directors in more than seven listed companies. None of Directors of the Company hold the position as Whole-time Director in company itself nor serve as Independent Director in more than three listed companies.

The Company has received declarations of independence as prescribed under Section 149 (6) & (7) of the Companies Act, 2013 from Independent Directors. All requisite declarations have been placed before the Board.

G. Code of Conduct

- i. The Board of Directors has laid down Code of Conduct for Board of Directors and Senior Management of the Company. The copies of Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company - www.accel-india.com.
- ii. All the Board Members and Senior Management personnel have affirmed compliance with the Code as at 31 March 2020. The Annual Report of the Company contains a declaration to this effect signed by the Managing Director.

H. Remuneration policy

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed and variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

I. Familiarization Program of Independent Directors

With a view to familiarizing the independent directors appointed by the Board with the Company’s operations, as required under regulation 25(7) of the SEBI Listing Regulation, 2015, they are given induction and orientation with respect to the Company’s vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having gone-to-one meetings. The new Board members are also requested to access the necessary documents / brochures, Annual Reports and internal policies available at our website to enable them to familiarize with the Company’s procedures and practices.

J. Core Skills / Expertise / Competencies Available With The Board

The Board comprises highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees. The following skills / expertise /competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

K. Vigil mechanism / Whistle Blower Policy

Pursuant to section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, 2015, a Vigil Mechanism / Whistle Blower Policy for employees has been established to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. We further affirm that during the financial year 2019-20, no employee has been denied access to the audit committee.

3. Board Committees

A. Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015 pertaining to the Audit Committee. Its functioning is as under:

- (i) The Audit Committee presently consists of the three Non-Executive Directors, out of which two are Independent Directors;
- (ii) All members of the Committee are financially literate and having the requisite financial management expertise;
- (iii) The Chairman of the Audit Committee is an Independent Director;
- (iv) The Chairman of the Audit Committee was present at the last Annual General Meeting held on 28 September 2019.

During the year, the Audit Committee met four times: 29th May 2019, 14th August 2019, 13th November 2019, 13th February 2020. The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings.

In addition to the members of the Audit Committee, these meetings were attended by the, CFO, representatives of Statutory Auditors and representatives of the Internal Auditors. Further, on invitation, directors who are not members of the Committee also attended the meetings of the Committee.

The Company Secretary acted as the secretary of the Audit Committee.

Composition of the Audit Committee and the attendance record of members for 2019-20:

| Name of Member | Category | Meetings held | Meeting attended |
|----------------------|----------|---------------|------------------|
| Dr. M. Ayyappan | Chairman | 04 | 04 |
| Dr. C.N. Ramchand | Member | 04 | 04 |
| Ms. Shruthi Panicker | Member | 04 | 04 |

Pursuant to the terms of reference, the Audit Committee, inter alia, discussed and deliberated on the financial results, appointment/re-appointment of statutory auditors, review of internal audit functions, review and approval of related party transactions etc.

B. Nomination and Remuneration Committee

The Company complies with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, 2015 pertaining to the Nomination and Remuneration Committee. The Committee presently consists of the one non- Executive Director, and two Independent Directors.

During the year under review, the Committee met on 14th August 2019 and 13th November 2019. Further, on invitation, directors who are not members of the Committee also attended the meetings of the Committee.

Composition of the Nomination and Remuneration Committee and the attendance record of members for 2019-20

| Name | Capacity | Meetings Held | Meetings Attended |
|-----------------------|----------|---------------|-------------------|
| Dr. C.N. Ramchand | Chairman | 02 | 02 |
| Dr. M. Ayyappan | Member | 02 | 02 |
| Mrs. Shruthi Panicker | Member | 02 | 02 |

Terms of reference of the Nomination and Remuneration Committee include:

- To identify persons who are qualified to become directors and who may be appointed in senior management, recommend to the board their appointment and removal and shall carry out evaluation of every director’s performance;
- Formulation of criteria for determining the qualifications, positive attributes and independence of the director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;

Performance evaluation of Independent Directors:

The Nomination and Remuneration Committee evaluates the performance of Independent Directors and recommends Commission payable to them based on their commitment towards attending the meetings of the Board/Committees, contribution and attention to the affairs of the Company and their overall performance apart from sitting fees paid for each Board and committee meetings attended by them.

C. Stakeholders Relationship Committee

Committee was constituted to specifically look into the shareholders’ and investors’ complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends, etc.

In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors’ issues through various reports and statements furnished to the Board from time to time throughout the year. The Committee presently consists of the one Executive Director, and two Independent Directors.

The terms of reference of said Committee is as follows:

- To look into the redressal of complaints of security-holders on matters relating to transfer of shares, dematerialisation of shares, non-receipt of annual report, non-receipt of dividend, matters relating to issue of new share certificates, etc.
- To look into matters that can facilitate better security-holders services and relations.

Composition of the Stakeholders Relationship Committee for 2019-20

| Name | Capacity |
|-------------------|-----------------|
| Dr. C.N. Ramchand | Chairman |
| Dr. M. Ayyappan | Member |
| Mr. N.R Panicker | Member |

Further, Mrs. Priyam Agrawal, Company Secretary of the Company is the Compliance Officer for the purpose.

Investors' complaints attended and resolved during 2019-20

| Opening Balance | Received during the year 2019-2020 | Resolved during the year 2019-2020 | Closing Balance |
|------------------------|---|---|------------------------|
| Nil | Nil | Nil | Nil |

4. Remuneration of directors

A. Pecuniary transactions with non-executive directors

During the year under review, there were no pecuniary transactions with any non-executive director of the Company.

The register of contracts is maintained by the Company under section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

B. Criteria of making payments to non-executive directors

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making, and provide leadership and strategic guidance

while maintaining objective judgment. They also oversee the corporate governance framework of the Company.

C. Non-executive directors

Remuneration/sitting fees paid to non-executive directors for the year ended 31 March 2020 is as under:

| S. No. | Name of Director | Designation | Sitting Fees |
|--------|----------------------|------------------------|---------------|
| 1 | Dr. M. Ayyappan | Independent Director | Rs.2.10 Lakhs |
| 2 | Dr. C.N. Ramchand | Independent Director | Rs.1.70 lakhs |
| 3 | Ms. Shruthi Panicker | Non-executive Director | Nil |

D. Executive directors

During the year under review, Mr. N.R. Panicker, Managing Director of the Company has drawn Rs.64.50 Lakhs as salary. It contains the following components- Rs.39.60 Lakhs as Salary and allowance, Rs. 24.90 Lakhs as perquisites etc.

Notes:

- (i) The Company does not pay any remuneration to Non-Executive Directors except sitting fees to Independent Directors of Rs. 20,000 each meeting of the Board of Directors and Rs.10, 000 each for Committee meeting.

5. General Body Meetings

Location and time of Annual General Meetings held in the last 3 years:

| Year | Type | Date & Time | Venue of Meeting | Details of Special Resolution passed at AGM |
|-----------|------|-------------------------|--|--|
| 2016-2017 | AGM | 28.09.2017, 11.30 AM | Hotel Raindrops, Greams Road, Chennai 600 006 | None |
| 2017-2018 | AGM | 28.09.2018, 11.30 AM | Hotel Raindrops, Greams Road, Chennai 600 006 | Alteration of Article of Association of the Company |
| 2018-2019 | AGM | 28.09.2019 03.00 PM | Hotel Raindrops, Greams Road, Chennai 600 006 | Re-appointment of Dr. C.N. Ramchand (DIN: 05166709) as an Independent Director of the Company for a second term of 3 consecutive years w.e.f. 29.09.2019 Re-appointment of Dr. M. Ayyappan (DIN: 00117374) as an Independent Director of the Company for a second term of 3 consecutive years w.e.f. 29.09.2019. Re-appointment of Mr N.R. Panicker as Managing Director of the company for a period of 3 years w.e.f 1.04.2019 to 31.03.2022 and payment of remuneration. To increase the borrowing limits of the company under section 180 of the Companies Act, 2013 upto to Rs. 150 Crores. |

Special Resolution passed through Extra Ordinary General Meeting during 2019-2020.

The Company passed the following businesses through EGM during year 2019-20:

- To make loan/investment and give guarantee / provide security u/s 186 of the Companies Act, 2013.

Mr. Soy Joseph, Practicing Company Secretary was appointed to act as the Scrutinizer for conducting voting process in a fair and transparent manner.

The Result of the Postal Ballot was announced on 25 March 2020.

Means of Communication

A. Quarterly & yearly results

The unaudited quarterly financial results are approved and authenticated by the Board of Directors within 45 days from the end of each quarter and the audited financial results along with the last quarter results within 60 days from the close of the financial year. Such results are communicated within 30 minutes to the stock exchanges where the shares of the company are listed and also placed on the website of the Company. The financial results are also published in the newspapers as per the format provided by the SEBI within 48 hours from the date of the board meeting wherein financial results were approved.

B. Newspaper publication

The results are published in the English which has nation-wide circulation and in a Tamil daily being the vernacular language having wide circulation in the state in which the registered office of the company is situated.

C. Company Website

Upon intimation to stock exchange, the results are displayed on the website of BSE. The results are also uploaded in the company’s website www.accel-india.com.

D. Official news release and presentations to institutional Investors

The company has not made any official news release nor made any presentations to the Institutional Investors or to the analysts during the year and as such, the said provisions not applicable.

6. General Shareholder Information

A. Annual General Meeting:

| | |
|--------------|--|
| Date | 09 th December 2020 |
| Time | 10.30 AM |
| Venue | Hotel Raindrops, Greams Road, Chennai 600 006 |

B. Financial Year : April to March

C. Financial Calendar (Tentative)

| | |
|--|-------------------|
| Results for quarter ending 30th June 2020 | Mid August 2020 |
| Results for quarter ending 30th September 2020 | Mid November 2020 |
| Results for quarter ending 31st December 2020 | Mid February 2021 |
| Results for year ending 31st March 2021 | End May 2021 |
| 35 th Annual General Meeting (i.e. next year) | September 2021 |

D. Dividend Payment

The company has not declared any dividend during the year.

E. Listing on Stock Exchanges and Stock Code / Symbol

| Name of Stock Exchange | Stock Code / Security ID |
|--|--------------------------|
| The Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400001 | 517494 / ACCEL |
| ISIN Number – INE258C01038 | |

The Annual Listing fees for the year 2020-2021 have been paid to the concerned stock exchange.

F. Payment Of Depository Fees

Annual Custody / Issuer fee for the year 2020-21 will be paid by the Company to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL) on receipt of the invoice.

G. Fees Paid To The Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended 31 March 2020, is as follows:

| Particulars | Fees (in Rs.) |
|-------------------------------------|---------------|
| Fees for audit and related services | 2,50,000/- |
| Other fees | - |

H. Market price data

The reported high and low closing prices during the year ended 31 March 2020 on BSE LTD, where your Company’s shares are frequently traded vis-à-vis the Share Index, are given below:

| Month | BSE | |
|----------------|-------------|------------|
| | High | Low |
| April 2019 | 10.45 | 7.72 |
| May 2019 | 9.5 | 7.1 |
| June 2019 | 9.08 | 6.19 |
| July 2019 | 7.99 | 5 |
| August 2019 | 7.2 | 5.9 |
| September 2019 | 6.8 | 5.16 |
| October 2019 | 6.48 | 4.7 |
| November 2019 | 5.84 | 4.41 |
| December 2019 | 7.14 | 4.56 |
| January 2020 | 6.3 | 5.09 |
| February 2020 | 5.85 | 4.75 |
| March 2020 | 6.03 | 4.66 |

I. Share Transfer Agents

The Company has appointed Integrated Share Registry Management Services Pvt. Ltd as its share transfer agent and accordingly, processing of share transfer/ dematerialization/rematerialisation and allied activities was outsourced to Integrated Share Registry Management Services Pvt. Ltd, T. Nagar Chennai 600 017.

J. Share Transfer System

All physical transfers, transmission, transposition, issue of duplicate share certificate(s), issue of demand drafts in lieu of dividend warrants, etc. as well as requests for dematerialization/rematerialisation are being processed in periodical cycles at Integrated. The work related to dematerialization/rematerialisation is handled by Integrated through connectivity with NSDL and CDSL.

K. Distribution of Shareholding

Distribution of shareholding according of size class as on 31 March 2020

| Share or Debenture holding of nominal value | Share/ Debenture Holders | | Share/ Debenture Amount | | |
|--|--------------------------|---------------|-------------------------|---------------|------------|
| | Rs. | Number | % to total | Rs. | % to total |
| (1) | (2) | (3) | (4) | (5) | |
| Upto 500 | 6049 | 87.78 | 594445 | 1.04 | |
| 501 – 1000 | 315 | 4.57 | 272915 | 0.48 | |
| 1001 – 2000 | 190 | 2.76 | 298743 | 0.52 | |
| 2001 – 3000 | 87 | 1.26 | 223580 | 0.39 | |
| 3001 - 4000 | 38 | 0.55 | 136743 | 0.24 | |
| 4001 - 5000 | 38 | 0.55 | 182341 | 0.32 | |
| 5001 - 10000 | 62 | 0.90 | 465987 | 0.82 | |
| 10001 & above | 112 | 1.63 | 54832647 | 96.19 | |
| Total | 6891 | 100.00 | 57007401 | 100.00 | |

Distribution of Shareholding pattern across category

| Category | As on 31 March 2020 | |
|---|----------------------------------|--------------------------------|
| | No. of shares held | % to the total paid up capital |
| | Face Value Rs.2 per equity share | |
| Promoters | | |
| Indian | | |
| - Individuals | 2,94,81,032 | 51.71 |
| - Relatives of Promoters | 11,794,629 | 20.69 |
| Non Promoters | | |
| Financial Institutions/Banks | 520 | 0.01 |
| Mutual Funds | 2,144 | 0.01 |
| Venture Capital Fund | 137,080 | 0.24 |
| Bodies Corporate | 476852 | 0.84 |
| Domestic Bodies Corporate – LLP | 121 | 0.00 |
| Margin Trading Account-Corporate | 9415 | 0.02 |
| Overseas Corporate Bodies | 560 | 0.00 |
| Limited Liability Partnership | 1,500 | 0.00 |
| Clearing Member | 329 | 0.00 |
| Client Collateral Account | 2715 | 0.00 |
| Corporate Client Collateral Account | 186997 | 0.33 |
| State Industrialist Development Corporation | 5824 | 0.01 |
| Indian Public | 14,907,683 | 13.08 |
| Total | 57,007,401 | 100.00 |

L. Dematerialization of shares

99.41% of the equity shares have been dematerialized as on 31 March 2020. The Company’s shares can be traded only in dematerialized form as per SEBI notification. The Company has entered into an Agreement with NSDL and CDSL whereby shareholders have the option to dematerialize their shares with either of the depositories.

M. Outstandings GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

N. Plant locations

Animation Division

Trivandrum DRISHYA Building, Animation SEZ, KINFRA Film & Video Park,
Kazhakuttam, Trivandrum – 695 585

O. Address for correspondence

Investors and shareholders can correspond with the share transfer agent or the registered office of the Company at the following address:

Share Transfer Agent**Integrated Share Registry Management Services Pvt Ltd**

2nd Floor, KENCES Towers
No1 Ramakrishna Street
North Usman Road, T.Nagar
Chennai 600 017

Contact Persons Mr. Sriram S**Compliance Officer**

Mrs. Priyam Agarwal, Company Secretary and Compliance Officer of the Company can be contacted at:
Accel Limited (formerly known as "Accel Transmatic Limited")
3rd Floor, SFI Complex,
No,178, Valluvarkottam High Road,
Nungambakkam, Chennai 600 034
Email :companysecretary@accel-india.com

7. Other Disclosures**A. Basis of related party transactions**

There are no materially significant related party transactions viz. with promoters, directors or the Management, their subsidiaries, or relatives that may have potential conflict with the interests of the Company at large.

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. There are no related party transactions that may have potential conflict with the interest of the Company at large. There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

B. Details of capital market non-compliance, if any

There was no non-compliance by the Company of any legal requirements; nor has there been any penalty/stricture imposed on the Company by any stock exchange, SEBI or any statutory authority on any matter related to capital markets during the last three years.

C. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' Report of the Company.

D. Mandatory and Non-Mandatory requirements.

The Company has complied with all the applicable mandatory requirements as provided in SEBI Listing Regulations, 2015.

The extent of implementation of the non-mandatory requirements are as under:

i. The Board

The Company has a Non Executive Chairman.

ii. Shareholder Rights

The Company is yet to comply with the compliance of sending the half-yearly declaration of financial performance including summary of the significant events in last six-months, to each household of shareholders.

iii. Audit qualifications

The statutory auditor of the Company has issued an unqualified Audit Report i.e. unmodified opinion in the Audit Report on the financial statements of the Company for the year ended 31 March 2020. The relative information has been provided in the Directors’ Report.

iv. Separate posts of chairperson and chief executive officer

The Company has separated the post of chairperson and managing director.

v. Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

E. Material Subsidiaries

The policy for determining Material Subsidiaries is posted on the website of the Company.

F. Compliance certificate

The Managing Director has certified to the Board with regard to the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II to the SEBI Listing Regulations, 2015.

8. Report on corporate governance

This chapter, read together with the information given in the Directors’ Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2019-20. The Company has been regularly submitting the quarterly compliance report to the stock exchanges, as required under Regulation 27 of the SEBI Listing Regulations, 2015.

9. Auditors' certificate on corporate governance

The Company has obtained the certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI Listing Regulations, 2015. This certificate is annexed to the Directors' Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

10. Certificate from Company Secretary in Practice

A certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/ Ministry of Corporate Affairs or any such statutory authority is attached as an annexure.

11. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

| Particulars | Number of complaints |
|--|----------------------|
| Number of complaints filed during the financial year | Nil |
| Number of complaints disposed of during the financial year | Nil |
| Number of complaints pending as on end of the financial year | Nil |

12. The Company has duly complied with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations.
13. We have fairly complied with the requirements of Corporate Governance report of sub-paras (2) to (10) of Schedule V (c) of the SEBI Listing Regulation, 2015 are applicable to Accel Limited.
14. The details on the extent of compliance with regard to discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulation, 2015 have been indicated in para 8 C.

For and on behalf of the Board of Directors

N.R.Panicker
Managing Director
DIN 00236198

Place: Chennai

Date: 12.11.2020

CERTIFICATION BY CEO/CFO TO THE BOARD

The Board of Directors,
Accel Limited (formerly known as “Accel Transmatic Limited”)

I, N.R. Panicker, Managing Director of Accel Limited (formerly known as “Accel Transmatic Limited”), certify that:

1. I have reviewed the financial statements and cash flow statement for the year ending 31 March 2020 and that to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material factor or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the state of affairs of the Company and are in compliance with the existing accounting standards applicable laws and regulations.
2. There are to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company’s Code of Conduct.
3. I accept responsibility for the Company’s internal control system for financial reporting. I have periodically evaluated the effectiveness of the internal control system of the Company and have disclosed to the auditors and the audit committee, deficiencies in the designs or operations of the internal controls, if any. I have also taken effective steps to rectify those deficiencies.
4. I indicate to the Auditors and the Audit Committee that:
 - a. No significant changes in internal control over financial reporting during the year.
 - b. No significant change in accounting policies during the year.
 - c. No instances of significant fraud of which we have become aware of and which involve management or other employees, who have significant role in the Company’s internal control system over financial reporting.

N.R. Panicker
Managing Director

P.Subramanyam
Chief Financial Officer

Date: 12.11.2020

DECLARATION

In accordance with Clause D of Schedule V of the SEBI Listing Regulations, I N.R. Panicker, Managing Director of the Company, hereby declare that the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct for Board Members and Senior Management for the year ended 31 March 2020.

For **Accel Limited**
N.R. Panicker
Managing Director

Place: Chennai
Date: 14.08.2019

CERTIFICATE ON CORPORATE GOVERNANCE

The Member of Accel Limited (formerly known as "Accel Transmatic Limited")
3rd Floor, SFI Complex,
178, Valluvarkottam High Road,
Nungambakkam, Chennai,
Tamil Nadu, India, 600034

We have examined the compliance of conditions of Corporate Governance by Accel Limited (formerly known as "Accel Transmatic Limited") for the year ended 31 March 2020 as per Regulations 17-27, clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of Listing Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as specified in Regulations 17-27, clause (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of Listing Regulations, 2015.

We state that, such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For JM & Associates,
Company Secretaries

Soy Joseph
Partner
(ACS-13852, CP-5612)

UDIN: A013852B001239252

CERTIFICATE BY PRACTISING COMPANY SECRETARY

[Pursuant to Schedule V read with Regulation 34(3) of the SEBI Listing Regulations (as amended)]

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Accel Limited having CIN L30007TN1986PLC100219 and having registered office at 3rd Floor, SFI Complex, No, 178, Valluvarkottam High Road, Nungambakkam, Chennai 600 034 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31 March, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| S.No | Name of Director | DIN | Designation |
|-------------|-------------------------|------------|-------------------------|
| 1. | N.R.Panicker | 00236198 | Managing Director |
| 2. | Ayyappan Madhavan Nair | 00117374 | Independent Director |
| 3. | C.N. Ramchand | 05166709 | Independent Director |
| 4. | Shruthi Panicker | 07148631 | Non- Executive Director |
| 5. | Biju Gopinath | 00982285 | Nominee Director |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

For and on behalf of
J M & Associates
Practicing Company Secretary

Soy Joseph
Partner
(ACS-13852, CP-5612)
UDIN: A013852B001239164

INDEPENDENT AUDITOR’S REPORT

The Members of M/s ACCEL LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the financial statements of **M/s ACCEL LIMITED**, Chennai, Tamilnadu which comprise the balance sheet as at 31st March 2020, and the statement of profit and loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis of Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its loss, and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- a) As mentioned in note no 3 & 4 the company has an investment of Rs 98 lakhs and loans of Rs 320 lakhs, totaling to Rs 418 lakhs in Accel OEM Appliances Ltd (AOAL), a subsidiary of the Company. AOAL is yet to start business activities since the joint venture arrangement with a company in Hongkong has been delayed due to political issues in the country. Since the company is hopeful of commencing the business activity soon, adjustments relating to same has not been made in the books of accounts
- b) As mentioned in note no 4 the company has to receive a sum of Rs 392 lakhs towards Inter Corporate deposits shown under “other financial assets Non- Current” in the financial statements during the year. The Company is hopeful in recovering this amount. So adjustments relating to same has not been made in the books of accounts
- c) We draw attention to note no 36 to the financial statement , which explains the uncertainties and the impact of Covid 19 pandemic situations on the companies financials results as assessed by the management.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises of the information included in the Director’s Report, but does not include the financial statements and our Auditor’s Report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information: we are required to report the fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of The Companies Act 2013, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion the aforesaid financial statements comply with Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. The matters described in the Sub Para I of Emphasis of matter paragraph above, in our opinion, may have an adverse effect of the functioning of the company
 - f. On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - the Company has disclosed the impact of pending litigation on its financial position in its standalone Ind AS financial statements refer note-30 to the standalone Ind AS statements.
 - the Company does not have any long-term contracts requiring a provision for material foreseeable losses.
 - there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for M/s. VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FIRM REG.No.004703S

SAM KURUVILLA B.Com FCA
PARTNER

Memb No.218095

UDIN: 20218095AAAACS9178

Place: Thiruvananthapuram

Date: 29.07.2020

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other legal and regulatory requirements' section of our report to the members of **M/s ACCEL LIMITED** of even date)

i) In respect of Company's Fixed Assets:

- a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. We are informed that fixed assets have been physically verified by the Management at reasonable intervals and that no material discrepancies were noticed on such verification
- c. According to the information and explanation given to us and based on the explanation of the records of the company and also having regard to the confirmation received from banks in respect of title deeds deposited with them wherever applicable and also legal opinion received in a case, we report that the title deeds of immovable properties are held in the name of the company.

ii) We are informed that the physical verification of inventory has been conducted by the Management at reasonable intervals and no material discrepancies were noticed on such verification.

iii) The company has granted unsecured loan to parties covered in the Register maintained under section 189 of the Act. The outstanding balance of loan as on 31st March 2020 is

| Party | Loan amount outstanding |
|--|----------------------------|
| 1. Accel OEM Appliances Ltd | 3,20,29,914/- |
| 2. Accel Media Ventures Limited The investment in the Preference shares in Accel Media Ventures Ltd is measured at Fair Market value and the fair market value is treated as unsecured loans and the amount also includes applicable interest there on. | 1,52,64,323/- |

- a) In our opinion and according to the information and explanations given to us the terms and conditions on which the loans granted are not prejudicial to the interest of the company.
- b) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand.
- c) Since the terms and conditions do not stipulate the repayment schedule, we are unable to comment whether there are any overdue amounts in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.

iv) According to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Companies Act, 2013, with respect to the loan and investment made as applicable.

v) According to the information and explanations given to us, the company has not accepted deposits during the year; hence the provisions of paragraph 3(v) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

vi) According to the information and explanation given to us, The Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 for the company.

vii) a) according to the information and explanation given to us and on the basis of our examination of the records of the company, company is regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, duty of customs, cess, Goods & Service Tax, cess and any other statutory dues applicable to it with appropriate authorities during the year except as noted below.

| Name of the Statue | Nature | Amount (Rs) |
|-------------------------|-----------|-------------|
| The Income Tax Act,1961 | TDS | 3,87,373/- |
| Sales Tax Act, TN | Sales Tax | 2,34,773/- |

b) according to the information and explanation given to us, the dues of Income tax, service tax, sales tax, duty of customs, excise duty, value added tax and cess on account of dispute as at 31st March 2020 are as follows:

| Nature of Statute | Nature of Dues | Amount (Rs in Lakhs) | Period to which the amount relates | Forum where the dispute is pending |
|---|----------------|----------------------|------------------------------------|---|
| The Income Tax Act , 1961 | Income Tax | 1.18 | AY 2004-05 | Commissioner of Income Tax |
| | | 8.42 | AY 2005-06 | Assessing Officer * |
| | | 6.37 | AY 2006-07 | Assessing Officer * |
| | | 2.10 | AY 2007-08 | Assessing Officer * |
| | | 65.06 | AY 2008-09 | Assessing Officer * |
| | | 36.06 | AY 2009-10 | Assessing Officer * |
| | | 9.53 | AY 2011-12 | Assessing Officer * |
| | | 100.53 | AY 2012-13 | Assessing Officer * |
| | | 21.31 | AY 2013-14 | Assessing Officer * |
| | | 0.51 | AY 2014-15 | Assessing Officer * |
| | | 206.70 | AY 2018-19 | Commissioner of Income Tax (Appeals) |
| Finance Act, 1994 | Service Tax | 16.51 | FY 2005-06 FY 2006-07 | CESTAT, Bangalore |
| Customs Act, 1962 | Customs Duty | 33.88 | FY 2008-09 | CESTAT, Bangalore Company deposited Rs 33.88 lakhs against the demand |
| Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Provident fund | 23.88 | AY 2010-11 Onwards | EPF Appellate Tribunal, Company deposited Rs 2.35 lakhs against the demand |

*The above amount is subject to revision based on the order of the Commissioner of Income Tax (Appeals), where in certain ground relating to the appeal were partly allowed. The effect of the same has yet to be made by the Jurisdictional Assessing Officer.

The above disputed amounts also include the liability of merged company "Accel limited".

viii) According to the information and explanations given to us and based on our audit procedures we are of the opinion that the Company has not defaulted in repayment of dues to banks, financial institutions during the year.

ix) According to the information and explanations given to us and based on our audit procedures, the Company has not raised moneys by way of initial public offer or further public offer and terms loans during the year. Hence, provisions of the paragraph 3(ix) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

x) According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees or officers has been noticed or reported during the year.

xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore the provisions of the clause 3(xii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

xiii) According to the information and explanation given to us and on the basis of our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statement as required by applicable accounting standards.

xiv) According to the information and explanations given to us and based on our audit procedures, the company has not made preferential allotment or private placement of shares during the year.

xv) According to the information and explanations given to us and based on our audit procedures, the company has not entered into any non-cash transaction with directors or persons connected with them. Therefore the provisions of the paragraph 3(xv) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

xvi) According to the information and explanations given to us and based on our audit procedures, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

for M/s. VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FIRM REG.No.004703S

SAM KURUVILLA B.Com FCA
PARTNER

Place: Thiruvananthapuram

Memb No.218095

Date: 29.07.2020

UDIN: 20218095AAAACS9178

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (g) under 'Report on other legal and regulatory requirements' section of our report of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s. ACCEL Limited** ("The Company") as of 31st March 2020 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Reporting

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

for M/s. VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FIRM REG.No.004703S

SAM KURUVILLA B.Com FCA
PARTNER

Memb No.218095
UDIN: 20218095AAAACS9178

Place: Thiruvananthapuram
Date: 29.07.2020

Standalone Balance Sheet as at 31st March 2020

| Particulars | Note | As at 31 Mar 2020 Audited | As at 31 Mar 2019 Audited |
|--|---------|---------------------------------|--|
| ASSETS | | | |
| Non-Current assets | | | |
| Property, Plant and Equipment | 2A | 353,017,890 | 352,203,775 |
| Intangible Assets | 2B | 13,490,007 | 17,853,802 |
| Capital Work In Progress | 2C | 199,490,228 | 5,432,923 |
| <u>Financial Assets</u> | | | |
| - Investments in subsidiaries - Equity & Preference Shares | 3A | 95,694,377 | 54,077,802 |
| - Other Non Current Investments | 3B | 3,923,922 | 3,923,922 |
| - Other Financial Assets | 4 | 91,583,786 | 97,528,896 |
| Total Non-Current Assets | | 757,200,210 | 531,021,120 |
| Current Assets | | | |
| Inventory | 5 | - | 1,186,452 |
| <u>Financial Assets</u> | | | |
| - Trade Receivables | 6 | 6,129,521 | 10,345,838 |
| - Cash and Cash Equivalents | 7A | 22,658,630 | 5,818,928 |
| - Other Bank Balance | 7B | 8,984,346 | 111,702,715 |
| - Other Financial Assets | 8 | 87,370,844 | 78,566,911 |
| Other Current Assets | 9 | 28,888 | - |
| Total Current Assets | | 125,172,229 | 207,620,844 |
| TOTAL ASSETS | | 882,372,439 | 738,641,963 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 10 | 114,014,802 | 114,014,802 |
| Other Equity | 11 | 551,557,489 | 575,299,625 |
| Total equity | | 665,572,291 | 689,314,427 |
| Non-Current Liabilities | | | |
| <u>Financial Liabilities</u> | | | |
| - Borrowings | 12 | 165,220,406 | 37,947,694 |
| Provisions | 13 | 69,673 | 76,208 |
| Total non-current liabilities | | 165,290,079 | 38,023,902 |
| Current Liabilities | | | |
| <u>Financial Liabilities</u> | | | |
| - Borrowings | | | |
| - Trade Payables | | | |
| - Micro and small enterprises | | | |
| - Others | 14 | 22,203,599 | 6,269,639 |
| - Other Financial Liabilities | | | |
| Other Current Liabilities | 15 | 29,284,086 | 5,033,995 |
| Provisions | 16 | 22,384 | - |
| Total current liabilities | | 51,510,069 | 11,303,634 |
| Total Liabilities | | 216,800,148 | 49,327,536 |
| TOTAL EQUITY AND LIABILITIES | | 882,372,439 | 738,641,964 |
| Significant accounting policies | 1 | | |
| See accompanying notes forming part of the Standalone Ind AS Financial Statements. | 2 to 34 | | |
| As per our report of even date attached | | | |
| For Vijayakumar & Eswaran | | | For and on behalf of the board of directors |
| Chartered Accountants | | | |
| Firm Regn No: 004703S | | | |
| Sam Kuruvilla | | N R Panicker | Dr. M. Ayyappan |
| Partner | | Managing Director | Chairman & Director |
| Membership No: 218095 | | DIN: 00236198 | DIN: 00117374 |
| UDIN: 20218095AAAACS9178 | | | |
| Place: Chennai | | Priyam Agarwal | Subramanyam P |
| Date: 29th July, 2020 | | Company Secretary | Chief Financial Officer |

Standalone Profit & Loss Account for the period ended 31st March, 2020

| Particulars | Note | 31st March, 2020 | 31st March, 2019 |
|--|---------|--------------------------|--|
| | | Audited | Audited |
| Revenue from Operations | 17 | 14,894,483 | 10,983,426 |
| Other Income | 18A | 125,037 | 3,510,522 |
| Finance Income | 18B | 8,767,397 | 11,923,913 |
| Total Revenue | | 23,786,917 | 26,417,860 |
| Expenses:- | | | |
| Cost of Services | 19 | 5,839,301 | 1,624,347 |
| Cost of Materials Consumed | 20 | 1,272,943 | 1,803,819 |
| Employee Benefits Expense | 21 | 13,974,144 | 8,934,050 |
| Other Expenses | 22 | 14,201,848 | 18,544,686 |
| Total expenses | | 35,288,236 | 30,906,902 |
| Earning before interest, tax, depreciation ,amortisation and exceptional items (EBITDA) | | (11,501,319) | (4,489,042) |
| Depreciation & Amortisation | 23 | 7,538,613 | 8,294,837 |
| Finance cost | 24 | 4,616,653 | 1,705,032 |
| Profit / (Loss) before exceptional items and tax | | (23,656,585) | (14,488,911) |
| Exceptional items | | - | - |
| Profit / (Loss) before tax | | (23,656,585) | (14,488,911) |
| Dividend | | | |
| Tax Expense: | | | |
| Current tax | | - | - |
| MAT Credit | | - | - |
| Tax on Proposed Dividend | | | - |
| Excess/(Short) Tax Provision for earlier years | | | |
| Profit / (Loss) for the year | | (23,656,585) | (14,488,911) |
| Other Comprehensive Income (OCI) | | | |
| (A) Items that will not be reclassified to statement of Profit and Loss | | - | |
| (i) Remeasurement benefit of defined benefit plans | | (85,551) | (6,125) |
| (ii) Income tax expense on remeasurement benefit of defined benefit plans | | | |
| Total Comprehensive Income for the Year | | (23,742,136) | (14,495,036) |
| Earning per share (Face value Rs.2/-each) | | | |
| 1. Basic (in INR) | 25 | (0.41) | (0.25) |
| 2. Diluted(in INR) | | (0.41) | (0.25) |
| Significant accounting policies | 1 | | |
| See accompanying notes forming part of the Standalone Ind AS Financial Statements. | 2 to 34 | | |
| As per our report of even date attached | | | |
| For Vijayakumar & Eswaran | | | For and on behalf of the board of directors |
| Chartered Accountants | | | |
| Firm Regn No: 004703S | | | |
| Sam Kuruvilla | | N R Panicker | Dr. M. Ayyappan |
| Partner | | Managing Director | Chairman & Director |
| Membership No: 218095 | | DIN: 00236198 | DIN: 00117374 |
| UDIN: 20218095AAAACS9178 | | | |
| Place: Chennai | | Priyam Agarwal | Subramanyam P |
| Date: 29th July, 2020 | | Company Secretary | Chief Financial Officer |

Standalone Cash Flow Statement for the year ended 31st March, 2020**(ALL AMOUNTS ARE IN INR UNLESS OTHERWISE STATED)**

| PARTICULARS | FOR THE YEAR ENDED 31 March 2020 | FOR THE YEAR ENDED 31 March 2019 |
|---|--|-------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Profit after taxation | (23,742,136) | (14,488,911) |
| Adjustment to reconcile profit after tax to net cash flows: | | |
| Depreciation/ Amortization | 7,538,613 | 8,294,837 |
| Liabilities no longer payable written back | - | (1,815,612) |
| Profit on sale of assets | (18,882) | (600,000) |
| Loss on sale of assets | 8,166 | |
| Profit / (Loss) on sale of investment / redemption of MF / Other Comprehensive income | - | 571,862 |
| Interest expense | 4,616,653 | 1,705,032 |
| Interest income | (8,767,397) | (11,923,913) |
| Operating profit before working capital changes | (20,364,983) | (18,256,705) |
| Movements in working capital : | | |
| Increase/ (decrease) in trade payables | 15,933,960 | (9,125,660) |
| Increase / (decrease) in long-term provisions | 15,849 | (15,498,463) |
| Increase/ (decrease) in other current liabilities | 24,250,091 | (2,139,423) |
| Decrease / (increase) in inventories | 1,186,452 | 130,491 |
| Decrease / (increase) in trade receivables | 4,216,317 | (714,067) |
| Decrease / (increase) in long-term loans and advances | 5,945,110 | (38,245,000) |
| Decrease / (increase) in short-term loans and advances | (8,803,933) | (2,843,577) |
| Decrease / (increase) in other current assets | (28,888) | 98,631 |
| | 22,349,975 | (86,593,773) |
| Taxes paid, net | - | - |
| Net cash flow generated from/ (used in) operating activities (A) | 22,349,975 | (86,593,773) |
| B. Cash flows from investing activities: | | |
| Capital Expenditure | (198,046,238) | (51,741,961) |
| Sale of assets | (8,166) | |
| Profit / (Loss) on sale of investment / redemption of MF | | (470,419) |
| Profit on sale of assets | 18,882 | 600,000 |
| Creditors no longer payable written back | | 1,815,612 |
| Dividend & Dividend Tax | - | (27,490,176) |
| Interest received | 8,767,397 | 11,923,913 |
| | (189,268,125) | (65,363,031) |
| Net cash flow generated from/ (used in) investing activities (B) | | |
| C. Cash flows from financing activities: | | |
| Repayment of long-term borrowings/Proceeds from Borrowings | 127,272,712 | 25,140,102 |
| Repayment of short-term borrowings | | |
| Decrease / (increase) in non current investment | (41,616,575) | 20,814,238 |
| Interest paid | (4,616,653) | (1,705,032) |
| Increase in Fixed Deposits | | |
| Net cash flow generated from/ (used in) in financing activities (C) | 81,039,484 | 44,249,308 |
| Net increase/(decrease) in cash and cash equivalents (A + B + C) | (85,878,667) | (107,707,496) |
| Cash and cash equivalents at the beginning of the year | 117,521,643 | 225,229,139 |
| Cash and cash equivalents at the end of the year | 31,642,976 | 117,521,643 |
| Components of cash and cash equivalents | | |
| Cash on hand | 2,565 | 32,124 |
| With banks- on current account | 22,656,065 | 5,786,804 |
| With banks- in fixed deposits | 8,984,346 | 111,702,715 |
| Total cash and cash equivalents | 31,642,976 | 117,521,643 |

Notes:

1) The standalone cashflow statement has been prepared in accordance with "Indirect Method" as set out in Indian Accounting Standards-7 on Statement

2) Refer note 2 of significant accounting policies.

3) Previous year figures have been rearranged/regrouped wherever necessary

See accompanying notes forming part of the Standalone Ind

AS Financial Statements. 2 to 34 **As per our report of even**

date attached

For Vijayakumar & Easwaran

board of directors

Chartered Accountants

Firm Regn No: 004703S

Sam Kuruvilla

Partner

Membership No: 218095

UDIN: 20218095AAAACS9178

Place: Chennai

Date: 29th July, 2020

For and on behalf of the

N R Panicker **Dr. M. Ayyappan**
Managing **Chairman &**
Director **Director**
DIN:
00236198 **DIN: 00117374**

Priyam **Subramanyam P**
Agarwal **Chief Financial**
Company **Officer**
Secretary

Statement of Changes in Equity for the year ended 31st March, 2020

(All amounts are in INR unless otherwise stated)

A. EQUITY SHARE CAPITAL

| Particulars | Equity Share Capital |
|---|----------------------|
| Balance at the beginning of 01-04-18 | 114,014,802 |
| Changes in equity share capital during the year | - |
| 31 | |
| - | |
| 03 | |
| - | |
| 20 | |
| Balance at the end of 19 | 114,014,802 |
| Balance at the beginning of 01-04-19 | 114,014,802 |
| Changes in equity share capital during the year | - |
| 31 | |
| - | |
| 03 | |
| - | |
| 20 | |
| Balance at the end of 20 | 114,014,802 |

B. OTHER EQUITY

| Particulars | Capital Reserve | Capital Redemption Reserve | Securities Premium | Asset Revaluation Reserve | Surplus / (Deficit) in Statement of Profit and Loss | Total Equity |
|---|-------------------|----------------------------|--------------------|---------------------------|---|--------------------|
| Balance at the beginning of 01-04-18 | 68,817,370 | 26,930,000 | 14,425,375 | 234,296,462 | 272,815,630 | 617,284,837 |
| Profit/ (Loss) for the year | - | - | - | - | (14,488,911) | (14,488,911) |
| Other Comprehensive Income | | | | | (6,125) | (6,125) |
| Dividend 2017-18 | | | | | (22,802,960) | (22,802,960) |
| Dividend Tax 2017-18 | | | | | (4,687,216) | (4,687,216) |
| 31 | | | | | | |
| - | | | | | | |
| 03 | | | | | | |
| - | | | | | | |
| 20 | | | 14,425,375 | | | |
| Balance at the end of 19 | 68,817,370 | 26,930,000 | 14,425,375 | 234,296,462 | 230,830,418 | 575,299,625 |
| Balance at the beginning of 01-04-19 | 68,817,370 | 26,930,000 | 14,425,375 | 234,296,462 | 230,830,418 | 575,299,625 |
| Additions during the year | | | | | | - |
| Profit/ (Loss) for the year | | | | | (23,656,585) | (23,656,585) |
| Other Comprehensive Income | | | | | (85,551) | (85,551) |
| 31- | | | | | | |
| 03- | | | | | | |
| 20 | | | 14,425,375 | | | |
| Balance at the end of 20 | 68,817,370 | 26,930,000 | 14,425,375 | 234,296,462 | 207,088,282 | 551,557,489 |

See accompanying notes forming part of the Standalone Ind AS Financial Statements

As per our report of even date attached

For Vijayakumar & Easwaran

Chartered Accountants

Firm Regn No: 004703S

For and on behalf of the board of directors

Sam Kuruvilla

Partner

Membership No: 218095

UDIN: 20218095AAAACS9178

N R Panicker

Managing Director

DIN: 00236198

Dr. M. Ayyappan

Chairman & Director

DIN: 00117374

Place: Chennai

Date: 29th July, 2020

Priyam Agarwal

Company Secretary

Subramanyam P

Chief Financial Officer

Significant Accounting Policies, & Notes on Accounts for the financial year ended 31st March, 2020

(All amounts are in Indian Rupees, unless otherwise stated)

Corporate information

Accel Limited (hereinafter referred to as 'the Parent' or 'the Company' or 'the Holding Company') was incorporated as a Public Limited Group. The Parent and its subsidiaries (together referred to as 'the Group') are engaged in the business of Animation, Engineering and Real Estate business. The Parent is domiciled in India and its shares are listed on BSE. The registered office of the Group is located at Chennai.

□ **Statement of significant accounting policies and practices:**

A. Summary of Significant accounting policies

Basis of preparation

1.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The accounting policies are applied consistently to all periods presented in the financial statements.

1.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR/ Rs.), which is the Company's functional currency. All the financial information have been presented in Indian Rupees except for share data and as otherwise stated.

1.3 Use of estimates and judgments

In preparing these financial statements, the Management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

1.4 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The following specific recognition criteria must also be met before revenue is recognized:

• **Animation Division**

In respect of Animation services for third parties, income is recognized based on milestone achieved as specified in the contracts. In case of own production of Animated content income is recognized on sale / licensing of such products. Share of surplus from co production ventures is recognized as and when the same accrues after recoupment of the production cost in full as per the terms of the agreement.

• **Engineering Division**

- a) Revenue from sale of products are recognized when significant risk and reward is passed on to the buyer, usually on delivery of the goods. The company collects value added taxes (VAT up to June 17 & GST From July 17) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from revenue.
- b) Revenue from services are usually recognized based on the service performed in accordance with contractual terms.

• **Rental Income**

Revenue from renting out of moveable and immoveable properties are recognized on accrual basis.

• **Interest income**

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included in 'Finance Income' in the Statement of Profit and Loss. For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

1.5 Inventories

Engineering Services

Inventories include raw materials, components , stock in trade, finished goods, stores and spares and work-in-progress

Inventories of raw material, stock-in-trade are valued at the lower of cost and the net realizable value after providing for obsolescence and other losses, where considered necessary. However materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes all changes in bringing the goods to the point of sale. Cost is determined on weighted average cost basis.

Inventories of stores and spares are valued at lower of cost, net of provision for diminution in the value. Cost is determined on weighted average cost basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a portion of the manufacturing overheads. Cost of finished goods includes excise duty and is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of the business, less estimated costs of completion and estimated cost necessary to make the sale.

1.6 Taxes

Current income tax

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current taxes and liabilities are offset where there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. In respect of undertakings the income of which is exempt under section 10B of the Income Tax Act, 1961, deferred tax liability on account of timing differences arising but getting reversed during the tax holiday period has not been recognized.

Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set-off current tax assets against current tax liabilities and where deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing laws and same taxable entity.

1.7 Employee Benefits

a. Defined contribution plan:

Provident Fund / Employee State Insurance

Contribution to Provident fund scheme and Employee State Insurance Scheme are charged to Profit and Loss account in the year of contribution. There are no other obligations other than such contribution payable to the respective fund / scheme.

b. Defined benefit

plan: Gratuity

Gratuity has been covered under group gratuity cum assurance scheme of Life Insurance Corporation of India. Accrued liability for gratuity as at the balance sheet date is ascertained on actuarial basis using projected unit credit method and balance in excess of fair value of the plan assets as at the year end is duly provided for.

c. Compensated absences

Short term compensated absences are provided for based on estimates at gross undiscounted values. Long term compensated absences are provided for based on actuarial valuation.

d. Provisions (Other Than Employee benefits)

Provisions are recognized by the company when the Company has a present obligation legal or contractive as a result of a past event. When the Company expects some or all of a provision to be reimbursed the expense relating to a provision is presented in the financial statements net of any reimbursement.

1.8 Foreign Currency Transactions and Translations

The Company’s financial statements are presented in INR, which is also the Company’s functional currency.

- Initial recognition – foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency approximately at the date of the transaction.
- Conversion – Foreign currency monetary items are reported using the closing rate at the year end. Non monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.
- Exchange differences – exchange differences arising on the settlement or conversion of monetary items are recognized as income or as expenses in the period in which they arise.

1.9 **Earnings Per Share**

The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of shares, if any, which would have been issued on the conversion of all dilutive potential equity

1.10 **Fixed assets and depreciation:**

Fixed assets:

a. **Property, Plant & Equipment**

Property, Plant & Equipment are stated at cost less accumulated depreciation and impairment, if any, in the value of the assets. Cost of fixed assets includes all incidental expenses and interest cost on borrowings where applicable, attributable to the acquisition of assets, up to the date of commissioning of the assets.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1st April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of such property, plant and equipment.

b. **Leased assets**

A Lease is classified at the inception date as a Finance Lease or an Operating Lease . A Lease that transfers Substantially all the risks and rewards incidental to ownership to the company is classified as Finance Lease. Fixed assets acquired on finance lease have been capitalized at lower of present value of minimum lease payments or fair value. These assets have been depreciated over the useful life of the asset as technically ascertained by the company.

c. **Intangible assets**

Intangible assets in the nature of software licenses are stated at cost and are amortized over the estimated useful life of one to five years, using straight line method as technically assessed.

Intangible assets in the nature of digital assets are capitalized as and when it is completed and ready for commercialization and amortized over a period of revenue earning potential as estimated by the management. Cost of own / co production of animation products and not ready for commercialization as at the year end is carried forward as capital work in progress in the balance sheet as at the year end, if the management is convinced of the commercial viability of the same. Development expenses of animation products that are not considered to be commercially viable are expensed.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognized as at 1st April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of such intangible assets, plant and equipment.

a. **Depreciation / amortization**

Depreciation on Property, Plant and Equipment is provided on straight line basis based on useful life of the asset as prescribed in Schedule II to the Companies Act, 2013, except in case of case of computer software for which life is technically estimated by the management as three years. Fixed assets individually costing Rs 5,000 or less are fully depreciated on purchase during the relevant year. Capital Work-in-progress represents the spend for assets that are in the process of being developed. No depreciation is charged on these assets

Depreciation methods, useful lives and residual values are reviewed at each financial year end.

| | Management estimate of Useful life in years |
|----------------------|--|
| Buildings | 30.00 |
| Plant & Machinery | 15.00 |
| Furniture & Fixtures | 10.00 |
| Computers, Software | 3.00 |
| Vehicles | 5.00 |

b. **Capital Work-in-progress:**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost and attributable interest. Once it has becomes available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

1.11 Impairment of Property, Plant and Equipment and Intangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset’s recoverable amount. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

1.12 **Borrowing costs**

Borrowing costs that are attributable to the acquisition or construction or production of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of such assets. All other borrowing costs are charged to revenue, during the period in which they are incurred. Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

1.13 **Provisions and Contingencies**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the management estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed by way of notes to the Balance Sheet. Provision is made in the accounts in respect of those liabilities which are likely to materialize after the yearend, till the finalization of accounts and have material effect on the position stated in the Balance sheet.

Contingent assets are not recognized in the financial statements as a matter of prudence.

1.14 **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand including cheques on hand and short-term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

1.15 **Cash flow statement**

Cash flows are presented using indirect method, whereby profit after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company is segregated based on the available information.

1.16 **Business combinations**

In accordance with Ind AS 101 provisions related to first time adoption, the Company has elected to apply Ind AS accounting for business combinations prospectively from 1 April 2015. As such, Indian GAAP balances relating to business combinations entered into before that date, have been carried forward.

Business combinations involving entities under the common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities. The only adjustments that are made are to harmonies accounting policies.

The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Any consideration in excess of the net worth of the acquire Company is adjusted against the reserves of the acquiring Company.

1.17 Previous year's figure have been regrouped, recasted and rearranged wherever necessary, to suite the current period layout.

B. Critical accounting judgments, assumptions and key sources of estimation uncertainty

The following are the critical judgments, assumptions concerning the future, and key sources of estimation

xvii) Useful lives of property, plant and equipment & Intangible Assets

As described at Note 2.3 above, the charge in respect of periodic depreciation for the year is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed annually. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

(3) Employee Benefits

The cost of defined benefit plans are determined using actuarial valuation, which involves making assumptions about discount rates, expected rates of return on assets, future salary increases, and mortality rates. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

3 Provisions and contingencies

Critical judgments are involved in measurement of provisions and contingencies including those relating to Tax/other statutory litigations and estimation of the likelihood of occurrence thereof based on factors such as expert opinion, past experience etc.

4 Impact of COVID 19 pandemic

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, inventories, trade receivables and other financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements, has used internal and external sources of information including credit reports / related information and economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects that the carrying amount of the aforementioned assets will be recovered. Given the uncertainties associated with nature and duration of the pandemic, the impact of COVID-19 on the Company's financial statement may differ from that estimated as at the date of approval of these financial statements. The company will continue to monitor future economic conditions and update its assessment.

Notes to Standalone Ind AS financial statements for the year ended 31st March 2020

(All amounts are in Indian Rupees, unless otherwise stated)

2A Property ,Plant and Equipment

| Sl. No. | Particulars | Gross Carrying Amount (Cost) | | | | Depreciation | | | | Net Carrying Amount | |
|---------|-------------------------|------------------------------|--------------------|-------------------|--------------------|-------------------|-------------------------|-------------------|-------------------|---------------------|--------------------|
| | | Cost as on | Additions | Deletion | Total as on | Upto as on | Changes during the year | Disposals | Upto as on | As on | As on |
| | | 31.03.2019 | | | 31.03.2020 | 31.03.2019 | | | 31.03.2020 | 31.03.2020 | 31.03.2019 |
| | | Rs. | Ps. | Rs Ps | Ps. | Ps. | Ps. | Ps. | Rs. Ps. | Rs. Ps. | |
| 1 | Land | 307,435,762 | - | - | 307,435,762 | - | - | - | - | 307,435,762 | 307,435,762 |
| 2 | Building | 43,320,216 | 1,438,020 | - | 44,758,236 | 4,733,257 | 1,674,921 | - | 6,408,178 | 38,350,058 | 38,586,959 |
| 3 | Plant and equipment | 7,304,798 | 64,428 | - | 7,369,226 | 7,226,824 | 30,312 | - | 7,257,136 | 112,090 | 77,974 |
| 4 | Furnitures and fixtures | 5,738,082 | 168,400 | 146,437 | 5,760,045 | 5,413,156 | 41,848 | 53,665 | 5,401,339 | 358,706 | 324,926 |
| 5 | Vehicle | 9,726,422 | - | - | 9,726,422 | 4,408,413 | 1,155,014 | - | 5,563,427 | 4,162,995 | 5,318,009 |
| 6 | Office equipments | 456,805 | 111,600 | 139,083 | 429,322 | 191,919 | 56,695 | 93,959 | 154,655 | 274,667 | 264,886 |
| 7 | Computers | 272,744 | 571,176 | - | 843,920 | 77,485 | 81,428 | - | 158,913 | 685,007 | 195,259 |
| 8 | Lease Hold Improvements | - | 1,773,205 | - | 1,773,205 | - | 134,600 | - | 134,600 | 1,638,605 | - |
| | TOTAL (A) | 374,254,829 | 4,126,829 | 285,520 | 378,096,138 | 22,051,054 | 3,174,818 | 147,624 | 25,078,248 | 353,017,890 | 352,203,775 |
| | Previous Year | 103,158,052 | 282,244,962 | 11,148,185 | 374,254,829 | 30,861,548 | 2,440,434 | 11,250,928 | 22,051,054 | 352,203,775 | 72,296,504 |

2C Intangible assets

| Sl. No. | Particulars | Gross Block Stated at Cost | | | | Amortization | | | | Net Block | |
|---------|----------------------------------|----------------------------|-------------|----------|--------------------|--------------------|------------------|------------|--------------------|-------------------|-------------------|
| | | Cost as on | Additions/ | Sale | Total as on | Upto | For the | Adjustment | Upto | As on | As on |
| | | 31.03.2019 | Adjustments | Transfer | 31.03.2020 | 31.03.2019 | Period | | 31.03.2020 | 31.03.2020 | 31.03.2019 |
| | | Ps. | Rs. | Rs Ps | Ps. | Ps. | Rs Ps | Ps. | Ps. | Rs. Ps. | |
| 1 | Software Licenses | 16,723,467 | - | - | 16,723,467 | 16,207,577 | 6,880 | - | 16,214,457 | 509,010 | 515,890 |
| | Intangible Assets - Intellectual | | | | | | | | | | 17,337,912 |
| 2 | Property Rights | 176,944,876 | - | - | 176,944,876 | 159,606,964 | 4,356,915 | - | 163,963,879 | 12,980,997 | 17,853,802 |
| | TOTAL (B) | 193,668,343 | - | - | 193,668,343 | 175,814,541 | 4,363,795 | - | 180,178,336 | 13,490,007 | 17,853,802 |
| | Previous Year | 193,668,343 | - | - | 193,668,343 | 169,960,130 | 5,854,403 | - | 175,814,541 | 17,853,802 | 23,708,205 |

2B Capital Work In Progress

| Sl. No. | Particulars | Gross Block Stated at Cost | | | | Amortization | | | | Net Block | |
|---------|--------------------------|----------------------------|--------------------|----------|--------------------|--------------|----------|------------|------------|--------------------|------------------|
| | | Cost as on | Additions/ | Sale | Total as on | Upto | For the | Adjustment | Upto | As on | As on |
| | | 31.03.2019 | Adjustments | Transfer | 31.03.2020 | 31.03.2019 | Period | | 31.03.2020 | 31.03.2020 | 31.03.2019 |
| | | Ps. | Rs. | Rs Ps | Rs Ps | Ps. | Ps. | Rs Ps | Rs Ps | Ps. | |
| 1 | Capital Work In Progress | 5,432,923 | 194,057,305 | - | 199,490,228 | - | - | - | - | 199,490,228 | 5,432,923 |
| | TOTAL @ | 5,432,923 | 194,057,305 | - | 199,490,228 | - | - | - | - | 199,490,228 | 5,432,923 |
| | Preovious Year | 1,741,666 | 3691257 | - | 5,432,923 | - | - | - | - | 5,432,923 | 1,741,666 |

| | | | | | | | | | | |
|-----------------------|--------------------|--------------------|-------------------|--------------------|--------------------|------------------|-------------------|--------------------|--------------------|--------------------|
| Grand Total CY | 573,356,095 | 198,184,134 | 285,520 | 771,254,709 | 197,865,595 | 7,538,613 | 147,624 | 205,256,584 | 565,998,125 | 375,490,500 |
| Grand Total PY | 298,568,061 | 285,936,219 | 11,148,185 | 573,356,095 | 200,821,678 | 8,294,837 | 11,250,928 | 197,865,595 | 375,490,500 | 97,746,375 |

2(i) Lease Hold Land

Land under Fixed Assets includes Rs.67.60 lacs being the value of land allotted and possession handed over by KINFRA Film & Video Park (KINFRA), a Government of Kerala Undertaking to the Company for construction of building to house its operations for which the registration formalities are yet to be completed. As per the agreement with " the party ", the said land is on a 90 year lease and has to be developed within a period of 3 years from the date of allotment i.e. on or before 05.04.2010. The said land could not be developed within the time frame agreed on account of the difficult scenario being faced by the Animation Industry in general and the company in particular. KINFRA , in the meantime has changed the status of the SEZ from Animation to include IT/ITES also. This has been approved by the Ministry of Industries & Commerce vide its letter dated 7th February 2012.

The Company is taking steps in consultation with KINFRA, to obtain a co-developer status and develop the land.

2(ii) Impairment of Assets

In the opinion of the management there is no impairment as on the date of the balance sheet in the value of the carrying cost of Intellectual Property Rights (IPR) of the company within the meaning of Accounting Standard – 28 on Impairment of Assets issued under Companies (Accounting Standards) Rules 2006, considering the revenue earning potential of the company and based on the estimated future cash flows upon crystallization of enquiries received by the company for the intellectual property rights carried in the books as intangible assets.

2(iii) Fixed assets , capital work in progress & Inventory of intangible assets

The animation division of the company is engaged in the development of Animation contents, which can be under a service / co production contract or for creating its own IPR. The cumulative expenses incurred under co production and IPR creation activities are carried forward under capital work-in-progress, till the assets are ready for commercial exploitation. The expenses incurred under service contracts are carried forward as work in progress inventories till the milestone billing are achieved. As a result Rs. Nil (PY Nil) are carried forward in the Accounts as at the year end.

During the year Rs.19,40,57,305/- has been incurred towards developmental expense for KINFRA 2 acre land at Thiruvananthapuram. The Closing work in progress stands at Rs.19,94,90,228/-

2(iv) Land & Building

The Company has created a mortgage on two of its building in favour of a bank, towards banking facilities extended by the bank, one for Rent Securitization Loan and one for its subsidiary Company.

Schedule to Balance Sheet as at 31st March 2020

(All amounts are in Indian Rupees, unless otherwise stated)

3. FINANCIAL ASSETS

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|---|----------------------------|----------------------------|
| 3A. Investments in Subsidiaries - Un Quoted (At Cost) | | |
| Accel Media Ventures Limited - 3,437,500 (2,000,000) Equity shares of Rs.10 each | 44,277,102 | 44,277,102 |
| Accel OEM Appliances Ltd - 9,80,070 (39,060) Equity shares of Rs.10/- each | 9,800,700 | 9,800,700 |
| Accel Media Ventures Limited - 26,09,000 (NIL) Preference shares of Rs.10 each | 11,616,575 | - |
| Computer Factory India P Ltd - 11,00,000 (NIL) Equity shares of Rs.10 each | 30,000,000 | - |
| Total | 95,694,377 | 54,077,802 |
| 3B. Other Non Current Investment | | |
| (i) Investments in Quoted Shares (At Cost) | | |
| Pittsburgh Iron & Steels Ltd (Formerly S & Y Mills Limited) -500 (500) equity share of Rs.10/- each (Market value as on 31-03-2020 could not be given on account of lack of details) | 2,165 | 2,165 |
| NIIT Limited - 1,000 (1000) Equity Shares of Rs.10/- each (Market Value as on 31-03-2020 (Source BSE) Rs.82,200/-) | 21,757 | 21,757 |
| (ii) Investments in Un Quoted (At Cost) | | |
| Cetronics Technologies P Ltd -1,95,000 Equity shares of RS.10 each (1,95,000 Equity shares of Rs.10 each) | 3,900,000 | 3,900,000 |
| Total | 3,923,922 | 3,923,922 |
| Aggregate book value of non current investments | 99,618,299 | 58,001,724 |

a) Investments in subsidiary and associates are stated at cost using the exemption provided as per Ind AS 27 "Separate Financial Statements"

b) The Company had acquired 11,00,00 Equity shares in Computer Factory India Pvt Ltd at Rs. 27.27/- Per share (face value Rs. 10) at a premium of Rs.17.27/- vide agreement dated 16.01.2020 and supplementary agreement dated 23.03.2020.

c) The Company had acquired 26,09,000 Preference shares in Accel Media Ventures Limited Rs.10/- Per share (face value Rs. 10).

4. OTHER FINANCIAL ASSETS (Unsecured Considered Good)

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|-------------------------|----------------------------|----------------------------|
| Current | | |
| (a) Security deposits | 5,089,549 | 5,083,896 |
| (b) Loans & Advances | - | 1,245,000 |
| Total | 5,089,549 | 6,328,896 |
| Non Current | | |
| Loan to Related Parties | 47,294,237 | 52,000,000 |
| Other Financial Assets | 39,200,000 | 39,200,000 |
| Grand Total | 91,583,786 | 97,528,896 |

Loan to Related Parties (M/s Accel Media Ventures Limited and M/s Accel OEM Appliances Limited) are non derivative financial assets repayable on demand which generate an interest income of 18.14 % for the company.

Other Financial assets are ICD provided to M/s Adhunik Finance P Limited and Innocent Infrastructure P Limited

5. INVENTORIES

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--------------------|----------------------------|----------------------------|
| Raw materials | - | 1,186,452 |
| Work - in Progress | - | - |
| Total | - | 1,186,452 |

Schedule to Balance Sheet as at 31st March 2020*(All amounts are in Indian Rupees, unless otherwise stated)***6. TRADE RECEIVABLES**

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--|----------------------------|-------------------------|
| (a) Unsecured Considered Good | | |
| Other than related parties | 6,129,521 | 8,413,018 |
| Receivables from related parties | - | 1,932,820 |
| (b) Doubtful | | |
| Other than related parties | - | - |
| Less: Allowance for Expected Credit loss | | - |
| Grand Total | 6,129,521 | 10,345,838 |

7. CASH & CASH EQUIVALENTS

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--|----------------------------|-------------------------|
| 7A. Current - Cash and Cash Equivalents | | |
| Cash on Hand | 2,565 | 32,124 |
| On Current Accounts | 22,656,065 | 5,786,804 |
| Total | 22,658,630 | 5,818,928 |
| 7B. Non Current - Other Bank Balance | | |
| Fixed Deposits | 8,984,346 | 111,702,715 |
| Total | 8,984,346 | 111,702,715 |

8.- OTHER FINANCIAL ASSETS

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--------------------------------------|----------------------------|-------------------------|
| Unsecured, Considered good: | | |
| Current | | |
| Prepaid expenses | 65,835 | 45,346 |
| Balances with government authorities | 31,509,299 | 31,626,717 |
| Other Receivable | 8,894,389 | 1,334,655 |
| Travel and trade advances | 4,000 | 799,388 |
| Input Credits | 1,990,429 | 940,435 |
| Gratuity Fund | - | - |
| Total | 42,463,952 | 34,746,541 |
| Non Current | | |
| MAT Credit Entitlement | 41,000,000 | 41,000,000 |
| Gratuity Fund | 263,251 | 165,729 |
| Rental Deposit | 3,643,641 | 2,654,641 |
| Total | 44,906,892 | 43,820,370 |
| Grand Total | 87,370,844 | 78,566,911 |

9: OTHER CURRENT ASSETS

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|---------------------------------|----------------------------|-------------------------|
| Unbilled Revenue | - | - |
| Accrued Income | 28,888 | - |
| Branch Division Control account | - | - |
| Total | 28,888 | - |

Schedule to Balance Sheet as at 31st March 2020

(All amounts are in Indian Rupees, unless otherwise stated)

| 10: EQUITY SHARE CAPITAL | | |
|--|----------------------|----------------------|
| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
| Authorized Share Capital | | |
| 105000000 (105000000) Equity Share of Rs.2 each (Rs. 2 each) | 210,000,000 | 210,000,000 |
| 50000000 (50000000) 10% Cumulative Redeemable Preference shares of Rs. 10/- each | 50,000,000 | 50,000,000 |
| | 260,000,000 | 260,000,000 |
| Issued, Subscribed and Paid up Capital | | |
| 57007401 (57007401) Equity Shares of Rs.2/- (Rs.2/-) each Fully Paid up | 114,014,802 | 114,014,802 |
| | | - |
| | 114,014,802 | 114,014,802 |

| a. Reconciliation of Equity Shares outstanding at beginning and end of the year | | | | |
|--|------------|-------------|------------|----------------|
| Equity Shares | 31.03.2020 | | 31.03.2019 | |
| | Number | Rs | Number | Rs |
| At the beginning of the year | 57,007,401 | 114,014,802 | 57,007,401 | 114,014,802.00 |
| Issued During the year | - | - | - | - |
| Outstanding at the end of the year | 57,007,401 | 114,014,802 | 57,007,401 | 114,014,802.00 |

b. Terms / rights attached to equity shares
Equity shares

(i) The Company has only one class of equity shares having a par value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the shareholders in the ensuing Annual General Meeting.

(ii) In the event of the liquidation of the Company, the holder of equity share will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company

| | 31.03.2020 | | 31.03.2019 | |
|---------------------------------------|------------|------------------------|------------|------------------------|
| | Number | % Holding in the class | Number | % Holding in the class |
| N R Panicker | 29,481,032 | 51.71 | 27,770,810 | 48.72 |
| Sreekumari Panicker | 4,789,778 | 8.40 | 6,500,000 | 11.40 |
| Shruthi Panicker | 6,506,851 | 11.41 | 6,506,851 | 11.41 |
| Ganesh R | 4,908,877 | 8.61 | 4,908,877 | 8.61 |
| Equity Share of Rs. 2 each fully paid | | | | |

As per the records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

d. During the period of five years immediately preceding the date as which the Balance Sheet is prepared , the Company has not

- allotted fully paid up shares pursuant to contract without payment being received in cash.
- allotted fully paid up shares by way of bonus shares and
- brought back shares

11: OTHER EQUITY

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--|----------------------------|----------------------------|
| Capital Reserve | | |
| Balance as per the last financial statements | 68,817,370 | 68,817,370 |
| Closing Balance | 68,817,370 | 68,817,370 |
| Capital Redemption Reserve | | |
| Balance as per the last financial statements | 26,930,000 | 26,930,000 |
| Closing Balance | 26,930,000 | 26,930,000 |
| Securities Premium | | |
| Balance as per the last financial statements | 14,425,375 | 14,425,375 |
| Closing Balance | 14,425,375 | 14,425,375 |
| Asset Revaluation Reserve | 234,296,462 | 234,296,462 |
| Surplus / (Deficit) in Statement of Profit and Loss | | |
| Balance as per the last financial statements | 230,830,418 | 272,815,630 |
| Add: Profit / (Loss) for the year | (23,742,136) | (14,495,036) |
| Less: Dividend 1718 | - | (22,802,960) |
| Less: Dividend Tax 1718 | - | (4,687,216) |
| | 207,088,282 | 230,830,418 |
| | 551,557,489 | 575,299,625 |

1. Securities Premium- where the company issues shares at premium, whether for cash or otherwise, a sum equal to the aggregate amount of premium received on those shares shall be transferred to " Securities Premium". The Company may issue fully paid up bonus shares to its members out of the securities premium and the company can use this reserve for buy back of shares.

2. General Reserve- General reserve is created out of the profits earned by the company by way of transfer from surplus in the statement of profit and loss. The company can use this reserve for payment of dividend and issue fully paid up and not paid up bonus shares.

3. In Accordance with notification G.S.R. 404(E)dated April 6 2016, remeasurement of defined benefit plan is recognized as part of retained earnings.

12. BORROWINGS

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--|----------------------------|-------------------------|
| Non Current | | |
| Vehicle Loan | 2,608,366 | 3,810,306 |
| Total | 2,608,366 | 3,810,306 |
| Secured Borrowings | | |
| Current | | |
| Over Draft / Loan Against FD / Term Loan | 162,612,040 | 34,137,388 |
| Total | 162,612,040 | 34,137,388 |
| | 165,220,406 | 37,947,694 |

Details of Security

(i) HP Loan

The HP Loan is availed from Kotak Mahindra Prime and The Federal Bank Limited, RM Nagar Branch, Chennai Secured against Vehicle purchased against the respective loan. 60 EMI of Rs.25,964/-, Interest @ 10% and Rs.97,544/-, interest @ 8% respectively.

(ii) Over Draft / Loan Against Fixed Deposit

The over draft / loan against fixed deposit is availed from The Federal Bank Limited secured against personal guarantee and Fixed Deposit of Managing Director Mr N R Panciker. Interest @ 7%

(iii) Rent Securitization Loan

The Company have availed Rent Securitization loan of Rs.2.40 crores and 1.45 crores by hypothecation of future rent receivable from its rentable property. Company had provided SFI Complex basement property as collateral against the loan. The loan is repayable in 120 equated monthly installment at 10.30% rate of interest

(iv) KSIDC Term Loan

KSIDC had sanctioned Term Loan of Rs.23 crores for IT Building Project at KINFRA SEZ vide its sanction letter no: KSIDC/TVM/313BM/117 DATED 02.09.2019 for a term of 12 years

Rate of Interest: 10% on the loan outstanding compounded quarterly

Repayment Period: 48 qtrly installment after moratorium period of 2 years from the date of 1st disbursement or the date of commencement of operation whichever is earlier

During the year the Company had availed Term Loan of Rs.12.50 Crores out of sanctioned amount of Rs.23 crores

13. PROVISIONS

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|-----------------------------|----------------------------|----------------------------|
| Non Current | - | - |
| Leave Encashment (Unfunded) | 69,673 | 76,208 |
| Total | 69,673 | 76,208 |
| Current | - | - |
| Provision for Taxation | - | - |
| Total | - | - |
| | 69,673 | 76,208 |

14. TRADE PAYABLES

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--|----------------------------|----------------------------|
| Dues to Micro, Small & Medium Enterprise | | |
| Others | | |
| For Goods & Services | 10,728,922 | 3,933,603 |
| Other payable | 11,474,677 | 2,336,036 |
| | | |
| | 22,203,599 | 6,269,639 |

Dues to Micro , Small & Medium Enterprises

The company has initiated the process of identifying the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2020 , disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

Total Outstanding dues of micro enterprises and small enterprises

| Particulars | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--|----------------------------|----------------------------|
| i) The principal amount remaining unpaid if any supplier as at the year end | - | - |
| ii) The interest due on principal amount remaining unpaid to any supplier as at the end of the year | - | - |
| iii) The amount of interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act) along with the amount of the payment made to the supplier beyond the appointed day during the year | - | - |
| iv) The amount of interest due and payable for the period of delay in marketing payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act. | - | - |
| v) The amount of interest accrued and remaining unpaid at the end of each accounting year and | - | - |
| vi) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure as per the Micro, Small and Medium Enterprise Development Act, 2005 (MSME Act, 2006) | - | - |

15: OTHER CURRENT LIABILITIES

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|--|----------------------------|----------------------------|
| Current Maturity in Long Term Borrowings | 7,624,708 | 1,482,096 |
| Statutory Dues | 5,078,003 | 608,557 |
| Rental Deposit | 3,395,000 | 2,755,000 |
| Dividend Payable | 181,942 | 188,342 |
| Unsecured Loan | 13,000,000 | - |
| Deferred Revenue | 4,433 | - |
| | 29,284,086 | 5,033,995 |

16: CURRENT PROVISIONS

| DESCRIPTION | As at 31st Mar, 2020 | As at 31st Mar, 2019 |
|------------------|----------------------------|----------------------------|
| Leave Encashment | 22,384 | - |
| | 22,384 | - |

Schedules to Profit and Loss Account for the period ended 31st March 2020
(All amounts are in Indian Rupees, unless otherwise stated)

17: REVENUE FROM OPERATIONS

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|----------------------------------|-------------------|-------------------|
| Sale of Service | | |
| a) Animation Services | | |
| Sale of Licenses - Exports | 6,299,465 | 1,081,003 |
| Sale of Licenses - Domestic | - | 750,000 |
| | 6,299,465 | 1,831,003 |
| b) Engineering Services | | |
| Sales Income | 1,077,239 | 5,595,336 |
| Less: Excise Duty | | |
| | 1,077,239 | 5,595,336 |
| Service Income | 1,330,111 | 107,337 |
| | 2,407,350 | 5,702,673 |
| c) Academy Services | | |
| Service Income | 4,238 | - |
| d) IT Services | | |
| Service Income | 83,805 | - |
| Sales Income | 12,250 | - |
| | 96,055 | - |
| e) Other Operating Income | 6,087,375 | 3,449,750 |
| | 14,894,483 | 10,983,426 |

(i) No other single customers contributed 10% or more to the companies revenue during the financial year 2019-20 and 2018-19

18A:OTHER INCOME

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|---|------------------|------------------|
| Profit on Sale of Asset | 18,882 | 600,000 |
| Profit on Sale of MF | - | 654,311 |
| Creditors No Longer Required Written Back | 3,054 | 1,815,612 |
| Investment written off now reversed | - | 390,599 |
| Dividend Income | 13,000 | - |
| Other Income | 90,101 | 50,000 |
| | | |
| | 125,037 | 3,510,522 |

18B. FINANCE INCOME

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|-------------------------------------|------------------|-------------------|
| Finance Income from Related Parties | 4,316,040 | 1,807,464 |
| Others | 4,451,357 | 10,116,449 |
| | | |
| Total | 8,767,397 | 11,923,913 |

19:COST OF SERVICES

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|--|------------------|------------------|
| Cost of Services - Animation Services | 5,069,650 | - |
| Cost of Services - Engineering Services | 394,674 | 1,624,347 |
| Cost of Services - Academy & IT Services | 374,977 | - |
| | | |
| | 5,839,301 | 1,624,347 |

20:COST OF MATERIALS CONSUMED

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|---------------------|------------------|------------------|
| Opening Stock | 1,186,452 | 1,055,990 |
| Add: Purchases | 86,491 | 1,934,281 |
| Less: Closing Stock | - | 1,186,452 |
| | | |
| | 1,272,943 | 1,803,819 |

21:EMPLOYEE BENEFITS EXPENSES

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|---|-------------------|------------------|
| Salaries & Wages | 12,753,716 | 8,106,069 |
| Contribution to Provident and other welfare funds | 343,811 | 255,229 |
| Staff Welfare Expenses | 756,255 | 571,215 |
| Gratuity | 190,064 | 6,125 |
| Leave Encashment | 15,849 | 1,537 |
| | | |
| | 14,059,695 | 8,940,175 |

22:OTHER EXPENSES

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|------------------------------------|------------------|------------------|
| Rent | 3,215,305 | 2,484,037 |
| Power and fuel | 690,469 | 629,633 |
| Insurance | 136,283 | 124,163 |
| Foreign Exchange Loss/(Gain) - Net | 83,879 | 1,944 |
| Rates & taxes | 445,332 | 1,320,940 |
| Repair and maintenance | 2,171,512 | 822,328 |

| | | |
|---|-------------------|-------------------|
| General Expenses | 590,516 | 467,361 |
| Travelling & conveyance | 1,923,935 | 1,167,048 |
| Printing and stationery | 365,242 | 858,059 |
| Postage, telegram & telephone | 347,131 | 861,172 |
| Consultancy charges | 2,802,004 | 7,451,262 |
| Payment to auditors | | |
| Auditor Remuneration | 250,000 | 250,000 |
| for taxation matters | | |
| Loss on Sale of Asset | 8,166 | - |
| Packing and forwarding charges | - | 78,111 |
| Advertisement | 258,649 | 513,898 |
| Marketing & distribution expenses | | - |
| Sitting Fees | 380,000 | 390,000 |
| Bad Debts | 33,425 | - |
| Advance paid not receivable written off | 500,000 | - |
| Loss on Redemption of MF | - | 1,124,730 |
| | 14,201,848 | 18,544,686 |

23:DEPRECIATION & AMORTIZATION

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|---|------------------|------------------|
| Depreciation of Property, Plant & Equipment | 3,181,698 | 2,440,434 |
| Amortization of Intangibles | 4,356,915 | 5,854,403 |
| | | |
| | 7,538,613 | 8,294,837 |

24:FINANCE COST

| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
|-----------------------------|------------------|------------------|
| Interest Expenses | | |
| On Term Loans / Over Drafts | 1,582,841 | 204,621 |
| On Statutory Payments | 10,700 | 139,542 |
| On Other Borrowings | 2,262,006 | 948,834 |
| On HP Loans | 280,156 | 395,115 |
| Bank charges and commission | 58,050 | 16,920 |
| Processing Fees | 422,900 | - |
| | | |
| | 4,616,653 | 1,705,032 |

25.Earnings per Share

| Particulars | 31.03.2020 | 31.03.2019 |
|---|--------------|--------------|
| Profit / (Loss) after taxation | (23,656,585) | (14,488,911) |
| Less: Exceptional Item | - | - |
| Profit / (Loss) Without Exceptional Item | (23,656,585) | (14,488,911) |
| Weighted average number of equity shares | 57,007,401 | 57,007,401 |
| Basic & Diluted earnings per share with Exceptional Item | (0.41) | (0.25) |
| Basic & Diluted earnings per Share without Exceptional Item | (0.41) | (0.25) |

26.Group Information

The Company has following investment, in subsidiary and associates

| Company | Principal Place of Business | Relationship | % of Ownership | |
|--|-----------------------------|--------------|----------------|----------------|
| | | | As at 31-03-20 | As at 31-03-19 |
| Accel Media Ventures Ltd | India | Subsidiary | 77.00 | 77.00 |
| Accel OEM Appliances Ltd, (Formerly Known as Accel Tele.Net Ltd) | India | Subsidiary | 100.00 | 100.00 |
| Computer Factory India Pvt Ltd | India | Subsidiary | 100.00 | - |
| Centronics Technologies P Ltd | India | Associate | 39.00 | 39.00 |

| 27. Contingent Liabilities and Commitments (to the extent not provided for) | | |
|--|--------------------|-------------------|
| | Rupees in Lacs) | |
| | 31.03.2020 | 31.03.2019 |
| Outstanding bank guarantees / letter of Credits | - | - |
| Income Tax Demands | - | - |
| Service tax | 16.51 | 16.61 |
| Customs | 33.88 | 33.88 |
| PF & Others | 23.88 | 36.28 |

Note:

(i) There were certain matters that were under appeal with the CIT (A) Chennai with respect to the merged entity, M/s. Accel Limited

(ii) The appellate authority has passed orders with respect to all the appeals filed by the company allowing certain claims of the company and dismissing certain claims of the company.

(iii) The giving effect orders with respect to the above appellate orders is yet to be obtained and hence contingent liability with respect to the above appeals could not be ascertained.

28. Employee Benefit Obligations

1. Defined Contribution Plan

-Expenses Recognized during the period

| Particulars | As on | |
|--|----------------|----------------|
| | 31.03.2020 | 31.03.2019 |
| In income statement | 19,810 | 15,317 |
| in Other comprehensive income | 85,551 | (9,192) |
| Total expenses recognized during the year | 105,361 | (1,729) |

Assets and Liability (Balance sheet position)

| Particulars | As on | |
|----------------------------------|----------------|----------------|
| | 31.03.2020 | 31.03.2019 |
| Present value of obligation | 168,639 | 110,975 |
| Fair value of Plan Assets | 431,890 | 479,587 |
| Surplus / (Deficit) | 263,251 | 374,737 |
| Effects of Asset Ceiling, if any | - | - |
| Net Asset/(Liability) | 263,251 | 374,737 |

| Changes in the present value of obligation (Gratuity) | for the period ending | |
|---|-----------------------|------------|
| | 31.03.2020 | 31.03.2019 |
| Present Value of Obligation as at the beginning | 110,975 | 70,149 |
| Current Service Cost | 48,253 | 44,151 |
| Interest Expense or Cost | 8,563 | 5,397 |
| Re-measurement (or Actuarial) (gain) / loss arising from: | - | - |
| change in demographic assumptions | (128) | - |
| change in financial assumption | 17,501 | - |
| experience variance (i.e. Actual experience vs. assumption) | 68,178 | (8,722) |
| Others | - | - |
| Past service cost | - | - |
| effect of change in foreign exchange rates | - | - |
| Benefits paid | (84,703) | - |
| Acquisitions adjustment | - | - |
| effect of business combinations or deposits | - | - |
| Present value of obligation as at the end | 168,639 | 110,975 |

Bifurcation of Net Liability

| Particulars | As on | |
|-----------------------------------|------------|------------|
| | 31.03.2020 | 31.03.2019 |
| Current Liability (Short term) | - | - |
| Current Asset (Short Term) | (263,251) | (368,612) |
| Non-current Liability (Long term) | - | - |

| | | |
|--|------------------------------|-------------------|
| Net Liability | (263,251) | (368,612) |
| Expenses Recognized in the Income Statement | | |
| | for the period ending | |
| Particulars | 31.03.2020 | 31.03.2019 |
| Current Service cost | 48,253 | 44,151 |
| Past Service Cost | - | - |
| Loss/(Gain) on settlement | - | - |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | (28,834) | (28,834) |
| Expenses Recognized in the Income Statement | 19,810 | 15,317 |
| Other Comprehensive Income | | |
| | for the period ending | |
| Particulars | 31.03.2020 | 31.03.2019 |
| Actuarial (gains) / losses | | |
| Change in demographic assumptions | (128) | |
| Change in financial assumptions | 17,501 | - |
| experience variance (i.e. Actual experience vs. assumptions) | 68,178 | (8,722) |
| others | | |
| Return on plan assets, excluding amount recognized in net interest expense | | (470) |
| Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling | | |
| Components of defined benefit costs recognized in other comprehensive income | 85,551 | (9,192) |

Demographic Assumptions

The principal demographic assumptions used in the valuation are shown in the table below

| Particulars | As on | |
|---|------------|------------|
| | 31.03.2020 | 31.03.2019 |
| Mortality rate (% of IALM 06-08) | 100% | 100% |
| Normal retirement age | 55 years | 55 years |
| Attrition / Withdrawal rate (per annum) | 2% | 2% |

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

| Particulars | 31.03.2020 | 31.03.2019 | | |
|--|------------|------------|------------|----------|
| Defined Benefit Obligation (Base) | 168,639 | 110,975 | | |
| Particulars | 31.03.2020 | | 31.03.2019 | |
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 1%) | 189,110 | 151,082 | 125,373 | 98,736 |
| (% change compared to base due to sensitivity) | 12.10% | -10.40% | 13.00% | -11.00% |
| Salary Growth Rate (- / + 1%) | 150,660 | 189,256 | 98,335 | 125,624 |
| (% change compared to base due to sensitivity) | -10.70% | 12.20% | -11.40% | 13.20% |
| Attrition Rate (- / + 50% of attrition rates) | 167,216 | 169,808 | 109,752 | 111,846 |
| (% change compared to base due to sensitivity) | -0.80% | -0.70% | -1.10% | 0.80% |
| Mortality Rate (- / + 10% of mortality rates) | 168,460 | 168,617 | 110,830 | 111,120 |
| (% change compared to base due to sensitivity) | -0.10% | -0.10% | -0.10% | 0.10% |

29. Related Party Disclosure

Subsidiaries

Accel Media Ventures Ltd
Accel OEM Appliances Ltd, (Formerly Known as Accel Tele.Net Ltd)
Computer Factory India Pvt Ltd

Associate

Cetronics Technologies P Ltd

| Key Management Personnel (KMP): | | |
|--|-------------------------|----------------------------|
| N R Panicker | Managing Director | |
| Priyam Agarwal | Company Secretary | |
| S Gopalakrishnan | Chief Financial Officer | Resigned w.e.f 01.06.2019 |
| Subramanyam P | Chief Financial Officer | Appointed w.e.f 13.11.2019 |
| Sreekumari Panicker | Spouse of N R Panicker | |

| Particulars of Transactions with related parties | Controlling Company | Companies under Common Management | Key Management Personnel |
|--|----------------------------|--|---------------------------------|
| Receipt of Share of Expenses | - | 537,799 | - |
| | - | (1,334,655) | - |
| Interest Receipt | 4,315,126 | - | - |
| | (1,807,464) | - | - |
| Loan Taken | | | 13,000,000 |
| | | | - |
| Interest Payment | - | - | 483,738 |
| | - | - | - |
| Finance (including loans & equity contribution in cash or in kind) | 26,090,000 | 500,000 | - |
| | (61,000,000) | - | - |
| Remuneration / Transit House Rent to Director | - | - | 4,650,000 |
| | - | - | (3,600,000) |
| Remuneration to Company Secretary | - | - | 300,000 |
| | - | - | (313,326) |
| Remuneration to CFO | - | - | 488,577 |
| | - | - | (572,216) |
| Rent Paid | - | - | 1,800,000 |
| | - | - | (1,800,000) |
| Service Received | 5,023,650 | - | - |
| | - | - | - |
| | | | |
| 30. Derivatives | | | |
| Particulars | | 31.03.2020 | 31.03.2019 |
| <i>Category wise quantitative data about Derivative instruments outstanding at the Balance sheet</i> | | <i>Nil</i> | <i>Nil</i> |
| <i>Purpose of Hedging</i> | | <i>Not Applicable</i> | <i>Not Applicable</i> |
| <i>Foreign Currency Exposure that are not hedged by a derivative Instrument or otherwise:</i> | | | |
| <i>Due to creditors</i> | | <i>Nil</i> | <i>Nil</i> |
| <i>Due from Debtors</i> | | <i>Nil</i> | <i>Nil</i> |
| | | <i>NIL</i> | <i>EUROS 6135</i> |
| | | | |
| 31. Segment Reporting | | | |
| | | | (Rupees in Lacs) |
| Revenue by Industry segment | | 31-03-20 | 31-03-19 |
| Media Services | | 62.99 | 28.38 |
| IT Services | | 1.00 | - |
| Total segment Revenue | | 64.00 | 28.38 |
| Segment Results | | | |
| Media Services | | (47.65) | (48.73) |
| IT Services | | (60.89) | - |
| TOTAL | | (108.54) | (48.73) |
| Less : Interest (Net) | | 41.51 | (102.19) |
| Add: Unallocated Income | | (170.38) | (198.40) |
| Total Profit / (Loss) before tax | | (237.42) | (144.95) |
| Segment Assets | | | |
| Media Services | | 171.72 | 207.58 |
| IT Services | | 20.00 | - |
| Unallocated Segment Assets | | 8,632.00 | 7,178.84 |
| Total Assets | | 8,823.72 | 7,386.42 |
| Segment Liabilities | | | |
| Media Services | | (35.47) | (29.35) |
| IT Services | | (49.74) | - |
| Unallocated Segment Assets | | 8,908.93 | 7,415.77 |
| Total Liabilities | | 8,823.72 | 7,386.42 |

32. Financial risk management

The company presently offers Animation Services, IT Services and Academy from its facilities in Trivandrum and Chennai. The Company, as part of its business operations is also in the process of development of its surplus land in the factory area located at Sreekariyam, Trivandrum.

The company has exposure to the following risks:

- (1) Credit Risk
- (2) Liquidity Risk
- (3) Market Risk

(1) Credit Risk

Credit risk is a risk that counter party will not meet its obligation under the financial instrument or customer contract leading to financial loss. This risk consists primarily of default being experienced in trade receivables. The Company has provided for expected losses and hence there is no significant credit risk to the company. Before accepting any new customer, Company assesses the potential customer's credit quality.

(2) Liquidity Risk

Refers to risk the company cannot meet its financial obligations. Since the Company has access to variety sources of funding and is also continuously monitoring actual cash flows, this is not a significant risk to the company.

(3) Market Risk

Market risk is that the fair value of the future cash flows of financial instrument will fluctuate because of changes in market price. However this is not a significant risk since the company has provided in the books the fluctuation in market price of financial instruments as on the date of balance sheet for Mutual Funds.

33. The Company has considered the possible effects that may result from the pandemic relating to covid 19 on the carrying amount of property, plant and equipment, intangible asset, trade receivables and other financial assets in developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company as at the date of approval of these financial statements, as used internal and external sources of information including credit reports/related information and economic forecast. The company has performed analysis on the assumption used and based on a current estimates expects that the carrying amount of the aforementioned assets will be recovered. The assessment as above does not indicate any adverse impact on the ability of the company to continue as going concern. Given the uncertainties associated with nature and duration of the pandemic, the impact of covid 19 on the company's financial statement may defer from that estimated as at the date of approval of these financial statements. The company will continue to monitor future economic conditions and update its assessment.

34. Previous year's figure have been regrouped, recasted and rearranged wherever necessary, to suite the current period layout.

| | | |
|---|---|--|
| As per our report of even date attached | | |
| For Vijayakumar & Easwaran Chartered Accountants Firm Regn No: 004703S | For and on behalf of the board of directors | |
| Sam Kuruvilla Partner Membership No: 218095 UDIN: 20218095AAAACS9178 | N R Panicker Managing Director DIN: 00236198 | Dr. M. Ayyappan Chairman & Director DIN: 00117374 |
| Place: Chennai | Priyam Agarwal Company Secretary | Subramanyam P Chief Financial Officer |

INDEPENDENT AUDITOR’S REPORT

The Board of Directors of M/s ACCEL LIMITED,

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the Consolidated financial statements of **M/s ACCEL LIMITED** (“company”), and its subsidiaries (the company and its subsidiaries together referred to as the “Group”), which comprise the consolidated balance sheet as at 31st March 2020, and the consolidated statement of profit and loss, (including Other Comprehensive Income) and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis of Opinion of our report, aforesaid consolidated financial statements, give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (“Ind AS”) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of Consolidated Financials statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated financial statements.

Emphasis of Matter

- a) As mentioned in note no 3 & 4 the company has an investment of Rs 98 lakhs and loans of Rs 320 lakhs, totaling to Rs 418 lakhs in Accel OEM Appliances Ltd (AOAL), a subsidiary of the Company. AOAL is yet to start business activities since the joint venture arrangement with a company in Hongkong has been delayed due to political issues in the country. Since the company is hopeful of commencing the business activity soon, adjustments relating to same has not been made in the books of accounts
- b) As mentioned in note no 4 the company has to receive a sum of Rs 392 lakhs towards Inter Corporate deposits shown under “other financial assets Non- Current” in the financial statements during the year. The Company is hopeful in recovering this amount. So adjustments relating to same has not been made in the books of accounts
- c) We draw attention to note no 38 to the consolidated financial statement , which explains the uncertainties and the impact of Covid 19 pandemic situations on the companies financials results as assessed by the management.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises of the information included in the Director’s Report, but does not include the consolidated financial statements and our Auditor’s Report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information: we are required to report the fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, the consolidated Financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated

cash flows of the Group in accordance Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Group’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statement of three subsidiaries, whose financial statements reflect total assets of RS 12,31,05,557/- as at 31st March 2020, total revenues of Rs 14,19,17,365/- and net cash out flows amounting to 91,756/- for the year ended on that date, as considered in the consolidated financial statements. The Consolidated financial statements also include the Group’s share of loss of Rs 2,85,55,191/- for the year ended 31st March 2020, as considered in the consolidated financial statements, in respect of nil associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosure included in respect of these subsidiaries, and associates, and our report in terms of sub-section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, and associates, is based solely on the reports of the other auditors

Report on Other Legal and Regulatory Requirements

- i) As required by section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion proper books of account as required by law relating to preparation of the the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and Consolidated statement of changes in the equity and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d. In our opinion the aforesaid consolidated financial statements comply with Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the relevant assertions containing the audit report on the standalone financial statement of each subsidiary company, none of the Directors of the Group Companies is disqualified as on March 31, 2020 from being appointed as a Director of that Company in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”
 - g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies.
 - h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigation on its financial position in its consolidated Ind AS financial statements refer note-31 to the consolidated Ind AS statements.
 - ii. The Group does not have any long-term contracts requiring a provision for material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies.

for M/s. VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FIRM REG.No.004703S

Place: Thiruvananthapuram
Date: 29.07.2020

SAM KURUVILLA B.Com FCA
PARTNER
Memb No.218095
UDIN: 20218095AAAACT2209

Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1 (f) under ‘Report on other legal and regulatory requirements’ section of our report of even date)

Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31,2020, we have audited the internal financial controls over financial reporting of **M/s. ACCEL Limited** (hereinafter referred to as the “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Reporting

The Boards of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- iv) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- v) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- a) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

for M/s. VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FIRM REG.No.004703S

SAM KURUVILLA B.Com FCA
PARTNER

Memb No.218095

UDIN: 20218095AAAACT2209

Place: Thiruvananthapuram

Date: 29.07.2020

Consolidated Balance Sheet as at 31st March 2020

| Particulars | Note | As at | As at |
|---|------|---|--|
| | | 31 Mar 2020 | 31 Mar 2019 |
| | | Audited | Audited |
| ASSETS | | | |
| Non-Current assets | | | |
| Property, Plant and Equipment | 2A | 408,550,249 | 409,788,684 |
| Intangible Assets | 2B | 25,885,664 | 25,515,401 |
| Capital Work In Progress | 2C | 204,329,841 | 8,554,730 |
| Goodwill on Consolidation | | 25,048,502 | 8,669,861 |
| <u>Financial Assets</u> | | | |
| - Investments in subsidiaries - Equity Shares | 3A | - | - |
| - Other Non Current Investments | 3B | 23,922 | 23,922 |
| - Other Financial Assets | 4 | 77,556,210 | 46,690,759 |
| Tax Assets (net) | | - | - |
| Total Non-Current Assets | | 741,394,388 | 499,243,357 |
| Current Assets | | | |
| Inventory | 5 | 315,008 | 1,186,452 |
| <u>Financial Assets</u> | | | |
| - Trade Receivables | 6 | 21,385,496 | 11,731,747 |
| - Cash and Cash Equivalents | 7A | 31,242,523 | 6,451,415 |
| - Other Bank Balance | 7B | 11,011,861 | 111,702,715 |
| - Other Financial Assets | 8 | 95,733,070 | 86,862,147 |
| Other Current Assets | 9 | 9,816,686 | 16,400,771 |
| Deferred Tax Assets | 10 | 323,460 | 36,410 |
| Total Current Assets | | 169,828,104 | 234,371,657 |
| TOTAL ASSETS | | 911,222,492 | 733,615,014 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 11 | 114,014,802 | 114,014,802 |
| Other Equity | 12 | 484,312,808 | 533,737,227 |
| Total equity | | 598,327,610 | 647,752,029 |
| Equity attributable to the owners of the company | | 594,782,037 | 647,452,043 |
| Non Controlling Interests | | 3,545,573 | 299,986 |
| Non-Current Liabilities | | | |
| <u>Financial Liabilities</u> | | | |
| - Borrowings | 13 | 166,516,685 | 41,877,357 |
| - Subordinate Debt | | - | - |
| Provisions | 14 | 1,250,027 | 780,023 |
| Total non-current liabilities | | 167,766,712 | 42,657,380 |
| Current Liabilities | | | |
| <u>Financial Liabilities</u> | | | |
| - Borrowings | 15 | 57,184,804 | 10,532,237 |
| - Trade Payables | | - | - |
| - Micro and small enterprises | | - | - |
| - Others | 16 | 36,652,471 | 15,678,749 |
| - Other Financial Liabilities | | - | - |
| Other Current Liabilities | 17 | 43,543,259 | 16,692,690 |
| Provisions | 18 | 4,202,063 | 1,943 |
| Total current liabilities | | 141,582,597 | 42,905,619 |
| Total Liabilities | | 309,349,309 | 85,562,999 |
| TOTAL EQUITY AND LIABILITIES | | 911,222,492 | 733,615,014 |
| Significant Accounting Policies | 1 | | |
| The accompanying notes to the financial statements As per our report of even date attached | 2-37 | | |
| For Vijayakumar & Eswaran | | For and on behalf of the board of directors | |
| Chartered Accountants Firm Regn No: 004703S | | | |
| Sam Kuruvilla Partner | | N R Panicker Managing Director DIN: 00236198 | Dr. M. Ayyappan Chairman & Director DIN: 00117374 |
| Membership No: 218095 UDIN: 20218095AAAAC2209 Place: Chennai Date: 29th July, 2020 | | Priyam Agarwal Company Secretary | Subramanyam P Chief Financial Officer |

Consolidated Profit & Loss Account for the period ended 31st March 2020

| Particulars | Note | Period Ended 31 Mar 2020 (12 Months) | Period Ended 31 Mar 2019 (12 Months) |
|--|------|--|--|
| | | Audited | Audited |
| Revenue from Operations | 19 | 149,098,128 | 67,525,251 |
| Other Income | 20A | 3,630,162 | 5,190,464 |
| Finance Income | 20B | 4,689,312 | 12,152,507 |
| Total Revenue | | 157,417,602 | 84,868,222 |
| Expenses:- | | | |
| Cost of Services | 21 | 1,974,547 | 1,624,347 |
| Cost of Materials Consumed | 22 | 68,320,168 | 1,803,819 |
| Employee Benefits Expense | 23 | 78,265,272 | 52,893,477 |
| Other Expenses | 24 | 40,953,738 | 45,706,060 |
| Total expenses | | 189,513,725 | 102,027,703 |
| Earning before interest, tax, depreciation ,amortisation and exceptional items (EBITDA) | | (32,096,123) | (17,159,481) |
| Depreciation & Amortization | 25 | 14,866,343 | 16,581,628 |
| Finance cost | 26 | 7,998,586 | 3,978,369 |
| Profit / (Loss) before exceptional items and tax | | (54,961,052) | (37,719,478) |
| Exceptional items | 27 | - | 85,033,630 |
| Profit / (Loss) before tax | | (54,961,052) | 47,314,152 |
| Dividend | | | |
| Tax Expense: | | | |
| Current tax | | 178,986 | - |
| Deferred Tax Expenses / (Savings) | | 18,112 | (12,504) |
| Tax on Proposed Dividend | | - | - |
| Excess/(Short) Tax Provision for earlier years | | - | - |
| Profit / (Loss) for the year | | (55,121,926) | 47,301,648 |
| Profit for the year attributable to | | | |
| Owners of the Company | | (47,574,167) | 51,408,908 |
| Non Controlling Interest | | (7,547,759) | (4,107,260) |
| Other Comprehensive Income (OCI) | | | |
| (A) Items that will not be reclassified to statement of Profit and Loss | | - | - |
| (i) Remeasurement benefit of defined benefit plans | | (66,024) | (99,097) |
| (ii) Income tax expense on remeasurement benefit of defined benefit plans | | - | - |
| Total Comprehensive Income for the Year | | (55,187,950) | 47,400,745 |
| Earning per share (Face value Rs.2/-each) | | | |
| Basic (With exceptional item) | | (0.97) | (0.66) |
| Dilute (With exceptional item) | | (0.97) | (0.66) |
| Basic (Without exceptional item) | | (0.97) | 0.83 |
| Dilute (Without exceptional item) | | (0.97) | 0.83 |
| Significant accounting policies | 1 | | |
| See accompanying notes forming part of the Standalone Ind AS Financial Statements. | 2-37 | | |
| As per our report of even date attached | | | |
| For Vijayakumar & Eswaran | | For and on behalf of the board of directors | |
| Chartered Accountants | | | |
| Firm Regn No: 004703S | | | |
| Sam Kuruvilla | | N R Panicker | Dr. M. Ayyappan |
| Partner | | Managing Director | Chairman & Director |
| Membership No: 218095 | | DIN: 00236198 | DIN: 00117374 |
| UDIN: 20218095AAAAC2209 | | | |
| Place: Chennai | | Priyam Agarwal | Subramanyam P |
| Date: 29th July, 2020 | | Company Secretary | Chief Financial Officer |

Consolidated Cash Flow Statement for the year ended 31st March 2020**(ALL AMOUNTS ARE IN INR UNLESS OTHERWISE STATED)**

| PARTICULARS | 31 st MARCH 2020 | 31st MARCH 2019 |
|---|-------------------------|------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | (55,187,950) | 47,314,152 |
| Profit after taxation | | |
| Adjustment to reconcile profit after tax to net cash flows: | | |
| Depreciation/ Amortization | 14,866,343 | 16,581,628 |
| Provision for Doubtful debts | | |
| Liabilities no longer payable written back | (3,054) | (1,815,612) |
| Profit on sale of assets | (186,134) | (2,159,945) |
| Loss on sale of investment | - | |
| Profit / (Loss) on sale of investment / redemption of MF / Other Comprehensive income | 8,166 | 470,419 |
| Investment written off now reversed | | (390,599) |
| Interest expense | 7,998,586 | 3,978,369 |
| Interest income | (4,689,312) | (12,152,507) |
| Operating profit before working capital changes | (37,193,355) | 51,825,905 |
| Movements in working capital : | | |
| Increase/ (decrease) in trade payables | 20,973,722 | (10,281,432) |
| Increase / (decrease) in long-term provisions | 4,670,124 | (15,150,859) |
| Increase/ (decrease) in other current liabilities | 26,850,569 | (3,375,028) |
| Increase/ (decrease) in other financial liabilities | - | |
| Decrease / (increase) in inventories | 871,444 | (130,491) |
| Decrease / (increase) in trade receivables | (9,653,749) | 3,734,579 |
| Decrease / (increase) in long-term loans and advances | (30,865,451) | 23,419,712 |
| Decrease / (increase) in short-term loans and advances | (8,870,923) | (5,859,863) |
| Decrease / (increase) in other current assets | 6,584,085 | (2,676,140) |
| Cash generated from / (used in) operations | (26,633,534) | 41,506,383 |
| Taxes paid, net | - | - |
| Net cash flow generated from/ (used in) operating activities (A) | (26,633,534) | 41,506,383 |
| B. Cash flows from investing activities: | | |
| Capital Expenditure | (212,992,223) | (117,452,792) |
| Sale Of Investment | | 1,100,000 |
| Sale of assets | (283,495) | 14,151,377 |
| Profit / (Loss) on sale of investment / redemption of MF | | |
| Profit on sale of assets | | |
| Creditors no longer payable written back | | |
| Dividend & Dividend Tax | | (27,490,176) |
| Goodwill on Consolidation | - | |
| Interest received | 4,689,312 | 12,152,507 |
| Net cash flow generated from/ (used in) investing activities (B) | (208,586,406) | (117,539,084) |
| C. Cash flows from financing activities: | | |
| Proceeds from issuance of equity share capital / Preference Share Capital) | - | |
| Write back of Loan creditors adjusted in reserves | (3,973,115) | |
| Repayment of long-term borrowings/Proceeds from Borrowings | 124,639,328 | 23,277,636 |
| Repayment of short-term borrowings | | |
| Increase / (decrease) in Short-term borrowings | 46,652,567 | (85,217,613) |
| Decrease / (increase) in non current investment | - | 33,169,957 |
| Changes in non controlling interest | - | - |
| Interest paid | (7,998,586) | (3,978,369) |
| Net cash flow generated from/ (used in) in financing activities (C) | 159,320,194 | (32,748,389) |
| Net increase/ (decrease) in cash and cash equivalents (A + B + C) | (75,899,746) | (108,781,090) |
| Cash and cash equivalents at the beginning of the year | 118,154,130 | 226,935,220 |
| Cash and cash equivalents at the end of the year | 42,254,384 | 118,154,130 |
| Components of cash and cash equivalents | | |
| Cash on hand | | 56,474 |
| With banks- on current account | 31,242,523 | 6,394,941 |
| With banks- IN FIXED DEPOSIT | 11,011,861 | 111,702,715 |
| Total cash and cash equivalents | 42,254,384 | 118,154,130 |

Notes:

- 1) The consolidated cash flow statement has been prepared in accordance with "Indirect Method" as set out in Indian Accounting Standards-7 on Statement on Cash Flows.
- 2) Refer note 2 of significant accounting policies.
- 3) Previous year figures have been rearranged/regrouped wherever necessary.

As per our report of even date attached

For Vijayakumar & Easwaran

Chartered Accountants

Firm Regn No: 004703S

For and on behalf of the board of directors

| | | |
|--|---|---|
| Sam Kuruvilla Partner Membership No: 218095 UDIN: 20218095AAAAC2209 | N R Panicker Managing Director DIN: 00236198 | Dr. M. Ayyappan Director DIN: 00117374 |
| Place: Chennai Date: 29th July, 2020 | Priyam Agarwal Company Secretary | Subramanyam P Chief Financial Officer |

Consolidated Statement of Changes in Equity for the year ended 31st March, 2020

(All amounts are in INR unless otherwise stated)

A. EQUITY SHARE CAPITAL

| Particulars | Equity Share Capital |
|---|----------------------|
| Balance at the beginning of 01-04-18 | 114,014,802 |
| Changes in equity share capital during the year | - |
| Balance at the end of 31-03-2019 | 114,014,802 |
| Balance at the beginning of 01-04-19 | 114,014,802 |
| Changes in equity share capital during the year | - |
| Balance at the end of 31-03-2020 | 114,014,802 |

B. OTHER EQUITY

| Particulars | Reserves & Surplus | | | | | Items of other comprehensive Income | Total Attributable of owner's of the Company | Attributable to non controlling interest |
|--|--------------------|----------------------------|--------------------|---------------------------|---|-------------------------------------|--|--|
| | Capital Reserve | Capital Redemption Reserve | Securities Premium | Asset Revaluation Reserve | Surplus / (Deficit) in Statement of Profit and Loss | | | |
| Balance at the beginning of 01-04-18 | 68,448,280 | 26,930,000 | 31,173,055 | - | 150,160,946 | | 285,863,729 | (9,151,448) |
| Loss for the year | - | - | - | - | 47,301,648 | | 51,408,908 | (4,107,260) |
| Addition during the year | | | 292,500 | 234,296,462 | - | | 234,588,962 | |
| Dividend 2018-19 | | | | | (22,802,960) | | (22,802,960) | |
| Dividend Tax 2018-19 | | | | | (4,687,216) | | (4,687,216) | |
| Other Comprehensive Income | | | | | - | -99097 | | |
| Add/(Less): On account of consolidation of subsidiary | 369,090 | | 8,634,049 | | (6,450,215) | 27509 | 2,552,924 | |
| Transferred to Surplus/(Deficit) in Statement of Profit & Loss account | | | | | 71,588 | 71588 | 71,588 | |
| Balance at the end of 31-03-2019 | 68,817,370 | 26,930,000 | 40,099,604 | 234,296,462 | 163,593,791 | - | 546,995,935 | (13,258,708) |
| Balance at the beginning of 01-04-19 | 68,817,370 | 26,930,000 | 40,099,604 | 234,296,462 | 163,593,791 | | 546,995,935 | (13,258,708) |
| Profit/(Loss) for the year | - | - | - | - | (43,701,649) | | (32,195,822) | (11,505,827) |
| Addition during the year | | | | | | | - | |
| Other Comprehensive Income | - | - | - | - | - | (66,024) | - | |
| Add/(Less): On account of consolidation of subsidiary | 1,050,000 | | 13,777,476 | 1,976,835 | (18,573,493) | 85,551 | (1,769,182) | |
| Less: Prior Period Expenses | | | | | (3,973,115) | | (3,973,115) | |
| Transferred to Surplus/(Deficit) in Statement of Profit & Loss account | | | | | 19,527 | 19,527 | 19,527 | |
| Balance at the end of 31-03-2020 | 69,867,370 | 26,930,000 | 53,877,080 | 236,273,297 | 97,365,061 | - | 509,077,343 | (24,764,535) |

The notes form an integral part of these financial statements.

As per our report of even date attached

**For Vijayakumar & Easwaran
Chartered Accountants**

Firm Regn No: 004703S

Sam Kuruvilla

Partner

**Membership No: 218095
UDIN: 20218095AAAAC2209**

**Place: Chennai
Date: 29th July,
2020**

For and on behalf of the board of directors

**N R Panicker
Managing
Director
DIN: 00236198**

**Priyam
Agarwal
Company
Secretary**

**Dr. M. Ayyappan
Director
DIN:
00117374**

**Subramanyam P
Chief Financial Officer**

Corporate information

Accel Limited (hereinafter referred to as 'the Parent' or 'the Company' or 'the Holding Company') was incorporated as a Public Limited Group. The Parent and its subsidiaries (together referred to as 'the Group') are engaged in the business of Animation, Engineering and Real Estate business. The Parent is domiciled in India and its shares are listed on BSE. The registered office of the Group is located at Chennai.

1 Statement of significant accounting policies and practices:

Basis of preparation

a.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

a.2 Functional and presentation currency

Currency of the primary economic environment in which the Group operates (“the functional currency”) is Indian Rupee (INR). Accordingly, the Management has assessed its functional currency to be Indian Rupee (INR).

a.3 Basis of measurement

These financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

a.4 Use of estimates and judgments

In preparing these financial statements, the Management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

a.5 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2020 is included in the following:

Useful life of Property, Plant and Equipment
Fair valuation of Financial Assets/Liabilities
Impairment of financial assets and other assets
Allowance for Non- moving, Slow moving inventories
Measurement of Defined Benefit Obligations: Key actuarial assumptions

a.6 Measurement of fair values

A number of Group’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values whereby the valuation is obtained from an external independent valuer, which is then reviewed by the Chief Financial Officer for the underlying assumptions used in the valuation.

The Chief Financial Officer regularly reviews the significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used by the valuer to measure fair values, then the Chief Financial Officer assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

3. Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
4. Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
5. Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Summary of significant accounting policies

Principles of Consolidation:

| SI No. | Name of the Subsidiary | Country of Incorporation | Relationship | Effective Ownership Interest as at the Balance Sheet Date | |
|--------|--------------------------------|--------------------------|--------------|---|----------|
| | | | | 2019-20 | 20018-19 |
| | | | | | |
| 1 | Accel Media Ventures Ltd | India | Subsidiary | 77% | 77% |
| 2 | Accel OEM Appliances Ltd | India | Subsidiary | 100% | 100% |
| 3 | Computer Factory India Pvt Ltd | India | Subsidiary | 100% | 0% |
| 4 | Cetronics Technologies Pvt Ltd | India | Associate | 39% | 39% |

b.1 Current versus non-current classification

The Group presents assets and liabilities in the Balance sheet based on current/ non-current classification which is determined based on the operating cycle.

An asset is treated as current when it is:

- Expected to be realized or intended to sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

The Group classifies all other assets as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

b.2 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties collected on behalf of the Government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The following specific recognition criteria must also be met before revenue is recognized:

b.2.1 Sale of goods

Revenue from sale of goods, its accessories and other traded/manufactured goods are recognized when significant risks and rewards of ownership are passed to the buyer, which generally coincides with dispatch of goods. Revenues under composite contracts comprising supply, installation and commissioning are recognized on dispatch as such services are generally considered insignificant to the contract.

The Group has assumed that recovery of excise duty flows to the Group on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Group on its own account, revenue includes excise duty (upto 30 June 2017).

However, Sales Tax/Value Added Tax (VAT), Goods and Service Tax is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the Government. Accordingly, it is excluded from revenue.

b.2.2 Income from service

Revenue from maintenance contracts is recognized in the Statement of Profit and Loss on a periodic basis over the period of the contract according to the terms and conditions of the agreements. Income from installation contracts is recognized when the certificate of installation is received from the customer.

b.2.3 Interest income

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included in 'Other Income' in the Consolidated Statement of Profit and Loss. For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

b.2.4 Dividend

Revenue is recognized when the Group's right as a shareholder/unit holder to receive payment is established by the reporting date.

b.2.5 Rental Income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in Revenue from Operations in the Statement of Profit and Loss due to its operating nature.

b.3 Inventories

Inventories are valued as follows:

| | |
|----------------------------------|--|
| Raw materials, stores and spares | Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis. |
| Work-in-progress, Finished goods | Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of Manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty (until 30 June 2017). |
| Traded goods | Lower of cost and net realizable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a first in first out basis. |

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs to make the sale.

b.4 Taxes
Current income tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in Equity, in which case it is recognized in Equity.

Current Tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in Other Comprehensive Income or in Equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in Equity.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is considered as an asset, if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Group. The carrying amount of MAT is reviewed at each reporting date and the asset is written down to the extent the Group does not have convincing evidence that it will pay normal income tax during the specified period.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside the Statement of Profit and Loss is recognized outside Statement of Profit and Loss (either in Other Comprehensive Income or in Equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in Equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

In the situations where the Group is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdictions where it operates, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.

b.5 Employee Benefits
Defined Contribution Plan
Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the Balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the Balance sheet date, then excess is recognized as an asset to the extent of the pre-payment.

Employee State Insurance

Contributions to Employees State Insurance Scheme are recognized as expense in the year in which the services are rendered.

b.6 Defined Benefit Plan
Gratuity

The Group makes annual contribution to a Gratuity Fund administered by trustees and managed by LIC. The Group accounts its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method. Actuarial gains/losses are immediately recognized in Retained Earnings through Other Comprehensive Income in the period in which they occur. Re-measurements are not re-classified to profit or loss in subsequent periods. The defined benefit obligation recognized in the balance sheet represents the present value of the Defined Benefit Obligation less the Fair Value of Plan Assets out of which the obligations are expected to be settled.

Long Term Compensated Absences

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. The Group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Short Term Employee Benefits

Short Term Employee Benefits includes short term compensated absences which is recognized based on the eligible leave at credit on the Balance Sheet date, and the estimated cost is based on the terms of the employment contract.

b.7 Foreign Currency Transactions and Translations

The Group’s financial statements are presented in INR, which is also the Group’s functional currency.

Initial Recognition

Transactions in foreign currencies entered into by the Group are accounted at the exchange rates prevailing on the date of the transaction or at the average rates that closely approximate the rate at the date of the transaction.

Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Treatment of Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Group’s monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements are recognised as income or as expense in the year in which they arise.

Translation of foreign subsidiaries:

Forward exchange contracts entered into to hedge foreign currency risk of an existing Asset/Liability

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

b.8 Earnings per share (EPS)

Basic earnings per share is computed by dividing the profit / loss after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / loss after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

b.9 Property, Plant and Equipment and Other Intangible assets

The Group has elected to adopt the carrying value of Property, Plant and Equipment and Other Intangible assets under the Indian GAAP as on 31st March 2015, as the deemed cost for the purpose of transition to IND AS.

Property, Plant and Equipment and Other Intangible assets are stated at original cost net of tax/duty credit availed, less accumulated depreciation/amortization and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Other Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Other Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Subsequent expenditure related to an item of Property, Plant and Equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant & Equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

Gains and losses arising from derecognition of Property, Plant and Equipment and Other Intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of the Profit and Loss when the asset is derecognized.

The Group identifies and determines cost of each component/part of the Property, Plant and Equipment separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital Work-in-Progress: Projects under which Property, Plant and Equipment is not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost and attributable interest. Once it has becomes available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

Depreciation and amortization

Depreciation is provided using the straight line method as per the useful lives of the Property, Plant and Equipment estimated by the Management as follows:

| | |
|--------------------------------------|-------------------|
| Building | 30 years |
| Plant and Machinery | 15 years |
| Office Equipment | 5 years |
| Electrical Equipment | 10 years |
| Computers | 3 years |
| Furniture and Fittings | 10 years |
| Vehicles (Motor cars/Motor Vehicles) | 8 years/ 10 years |

Useful lives/depreciation rates

Considering the applicability of Schedule II, the Management has estimated the useful lives and residual values of all its Property, Plant & Equipment. The Management believes that the depreciation rates currently used fairly reflect its estimate of the useful life and residual values of Property, Plant & Equipment, though these rates in certain cases are different from the lives prescribed under Schedule II.

The Management has estimated, supported by independent assessment by professionals, the useful lives of the following classes of Property, Plant & Equipment.

The useful life of certain Solar Plant and Machinery to 25 years, respectively. These lives are higher than those indicated in Schedule II.

Leasehold improvements are amortized using the straight-line method over their estimated useful lives (5 years) or the remainder of primary lease period, whichever is lower.

Other Intangible assets are amortized using the straight-line method over a period of five years.

Impairment of Property, Plant and Equipment and Other Intangible assets

The carrying amounts of Property, Plant and Machinery is reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

b.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of Property, Plant and Equipment that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of Property, Plant and Equipment. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

b.11 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2015, the Group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Leases where, the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in Property, Plant and Equipment. Lease income on an operating lease is recognized in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

b.12 Provisions and Contingencies

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

b.13 Financial instruments

Financial Assets:

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in two broad categories:

- a. Financial assets at fair value
- b. Financial assets at amortized cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognised in Other Comprehensive Income (i.e. fair value through Other Comprehensive Income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

i Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

ii Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

iii) Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

iv) Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortized cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the Statement of Profit and Loss, except for those equity investments for which the entity has elected to present value changes in 'Other Comprehensive Income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's statement of financial position) when:

- viii) The rights to receive cash flows from the asset have expired, or

- ix) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;
- b) The Group has transferred substantially all the risks and rewards of the asset, or
- c) The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses impairment based on expected credit losses (ECL) model to the following:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

Expected credit losses are measured through a loss allowance at an amount equal to:

- the 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12-months ECL.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

b.14 Financial Liabilities:

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.
- Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.
- Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method.

Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously

b.15 Fair value measurement

The Group measures specific financial instruments of certain investments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- 4 In the principal market for the asset or liability, or
- 4 In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summaries the accounting policy for fair value. Other fair value related disclosures are given in relevant notes.

b.16 Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at Banks and on hand including cheques on hand and short-term investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

b.17 Cash dividend

The Group recognizes a liability to make cash, when the distribution is authorized and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

Dividends paid/payable are recognized in the year in which the related dividends are approved by the Shareholders or Board of Directors as appropriate.

b.18 Cash flow statement

Cash flows are presented using indirect method, whereby Profit after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Group is segregated based on the available information.

b.19 Business combinations

In accordance with Ind AS 101 provisions related to first time adoption, the Group had elected to apply Ind AS accounting for business combinations prospectively from 1 April 2015. As such, Indian GAAP balances relating to business combinations entered into before that date, have been carried forward.

Business combinations involving entities under the common control are accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities. The only adjustments that are made are to harmonies accounting policies.

The identity of the reserves shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Any consideration in excess of the net worth of the acquire Group is adjusted against the reserves of the acquiring Group.

b.20 Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes acGrouping to the financial statements.

b.21 Segment Reporting

Operating segments reflect the Group's Management structure and the way the financial information is regularly reviewed by the Group's Chief Executive Officer (CEO). The CEO considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organization and Management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under unallocated revenue / expenses / assets / liabilities.

- Critical accounting judgments, assumptions and key sources of estimation uncertainty

The following are the critical judgments, assumptions concerning the future, and key sources of estimation uncertainty at the end

c.1 Useful lives of property, plant and equipment & Intangible Assets

As described at Note 2.3 above, the charge in respect of periodic depreciation for the year is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed annually. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

c.2 Employee Benefits

The cost of defined benefit plans are determined using actuarial valuation, which involves making assumptions about discount rates, expected rates of return on assets, future salary increases, and mortality rates. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

c.3 Provisions and contingencies

Critical judgments are involved in measurement of provisions and contingencies including those relating to Tax/other statutory litigations and estimation of the likelihood of occurrence thereof based on factors such as expert opinion, past experience etc.

c.4 Impact of COVID 19 pandemic

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of property, plant and equipment, inventories, trade receivables and other financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements, has used internal and external sources of information including credit reports / related information and economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects that the carrying amount of the aforementioned assets will be recovered. Given the uncertainties associated with nature and duration of the pandemic, the impact of COVID-19 on the Company's financial statement may differ from that estimated as at the date of approval of these financial statements. The company will continue to monitor future economic conditions and update its assessment.

Notes annexed to and forming part of the financial statements

(All amounts are in Indian Rupees, unless otherwise stated)

2A Property, Plant and Equipment and Capital Work in Progress

Property, Plant and Equipment

| Sl. No. | Particulars | Gross Carrying Amount (Cost) | | | | Depreciation / Amortization | | | | Net Carrying Amount | |
|---------|-------------------------------|------------------------------|--------------------|-------------------|--------------------|-----------------------------|-------------------------|---------------------|-------------------|---------------------|--------------------|
| | | Cost as on | Additions/ | Sale | Total as on | Upton | Changes during the year | Disposals | Upton | As on | As on |
| | | 31.03.2019 | Adjustments | Transfer | 31.03.2020 | 31.03.2019 | | | 31.03.2020 | 31.03.2020 | 31.03.2019 |
| Rs. | Ps. | Ps. | Ps. | Rs. | Rs. | Rs. | Ps. | Rs. Ps. | Rs. Ps. | | |
| 1 | Land | 346,703,014 | | | 346,703,014 | - | | | - | 346,703,014 | 346,703,014 |
| 2 | Building | 43,320,216 | 5,620,345 | | 48,940,561 | 4,733,257 | 1,754,929 | (2,735,533) | 9,223,719 | 39,716,842 | 38,586,959 |
| 3 | Plant and equipment | 7,673,287 | 64,428 | | 7,737,715 | 7,305,412 | 80,257 | | 7,385,669 | 352,046 | 367,875 |
| 4 | Furnitures and fixtures | 8,962,385 | 3,834,536 | 146,437 | 12,650,484 | 6,091,419 | 361,845 | (2,716,962) | 9,170,226 | 3,480,258 | 2,870,966 |
| 5 | Vehicle | 9,726,422 | | | 9,726,422 | 4,408,413 | 1,155,014 | | 5,563,427 | 4,162,995 | 5,318,009 |
| 6 | Office equipments | 7,470,656 | 1,869,278 | 399,083 | 8,940,851 | 2,240,703 | 1,207,885 | (796,795) | 4,245,383 | 4,695,468 | 5,229,953 |
| 7 | Computers & Computer Software | 25,270,022 | 7,526,079 | 44,000 | 32,752,101 | 14,558,113 | 3,839,393 | (6,553,574) | 24,951,080 | 7,801,021 | 10,711,909 |
| | TOTAL (A) | 449,126,002 | 18,914,666 | 589,520 | 467,451,148 | 39,337,317 | 8,399,323 | (12,802,864) | 60,539,504 | 406,911,644 | 409,788,685 |
| | Previous Year | 137,001,134 | 335,226,726 | 23,101,858 | 449,126,002 | 41,917,899 | 8,694,291 | 11,274,873 | 39,337,317 | 409,788,685 | 95,083,235 |

| 2B Intangible assets | | Gross Block Stated at Cost | | | | Amortization | | | | Net Block | |
|----------------------|--|----------------------------|---------------------------|------------------|---------------------------|--------------------|-------------------|----------------|--------------------|---------------------|---------------------|
| Sl. No. | Particulars | Cost as on 31.03.2019 | Additions/ Adjustments | Sale Transfer | Total as on 31.03.2020 | Upto 31.03.2019 | For the Period | Adjustment | Upto 31.03.2020 | As on 31.03.2020 | As on 31.03.2019 |
| | | Rs. Ps. | Ps. | RP SS .. | Ps. | P Rs s . . | Ps. | RP SS .. | Ps. | Rs. Ps. | R s . Ps. |
| 1 | Lease Hold Improvements | - | 1,773,205 | | 1,773,205 | - | 134,600 | | 134,600 | 1,638,605 | - |
| 2 | Software Licenses | 19,720,023 | 107,394 | | 19,827,417 | 17,761,467 | 586,242 | | 18,347,709 | 1,479,708 | 1,958,556 |
| 3 | Technical Know How | 7,482,000 | 4,097,528 | | 11,579,528 | 1,263,067 | 1,032,438 | | 2,295,505 | 9,284,023 | 6,218,933 |
| 4 | Goodwill | 3,568,228 | - | - | 3,568,228 | 1,070,469 | 356,823 | | 1,427,292 | 2,140,936 | 2,497,759 |
| 5 | Goodwill on Consolidation | 6,172,102 | 18,876,400 | | 25,048,502 | - | - | - | - | 25,048,502 | 6,172,102 |
| 6 | Intangible Assets - Intellectual Property Rights | 176,944,876 | - | - | 176,944,876 | 159,606,964 | 4,356,915 | - | 163,963,879 | 12,980,997 | 17,337,912 |
| | TOTAL (B) | 213,887,229 | 24,854,527 | - | 238,741,756 | 179,701,967 | 6,467,018 | - | 186,168,985 | 52,572,771 | 34,185,262 |
| | Previous Year | 203,079,495 | 10,807,734 | - | 213,887,229 | 171,814,629 | 7,887,338 | - | 179,701,967 | 34,185,262 | 31,264,866 |

2C Capital Work In Progress

| | | Gross Block Stated at Cost | | | | Amortization | | | | Net Block | |
|---------|--------------------------|----------------------------|---------------------------|------------------|---------------------------|--------------------|-------------------|----------------|--------------------|---------------------|---------------------|
| Sl. No. | Particulars | Cost as on 31.03.2019 | Additions/ Adjustments | Sale Transfer | Total as on 31.03.2020 | Upto 31.03.2019 | For the Period | Adjustment | Upto 31.03.2020 | As on 31.03.2020 | As on 31.03.2019 |
| | | Ps. | P s Rs. . | Ps. | P s Rs.. | P Rs s . . | Rs. Ps. | RP SS .. | P Rs s . . | Rs. Ps. | Ps. |
| 1 | Capital Work In Progress | 8,554,730 | 195,775,111 | | 204,329,841 | - | - | - | - | 204,329,841 | 8,554,730 |
| | TOTAL © | 8,554,730 | 195,775,111 | - | 204,329,841 | - | - | - | - | 204,329,841 | 8,554,730 |
| | Previous Year | 2,839,935 | 571,479,4 | - | 8,554,729 | - | - | - | - | 8,554,729 | 2,839,935 |

| | | | | | | | | | | |
|-----------------------|--------------------|--------------------|-------------------|--------------------|--------------------|-------------------|---------------------|--------------------|--------------------|--------------------|
| Grand Total CY | 671,567,961 | 239,544,304 | 589,520 | 910,522,745 | 219,039,284 | 14,866,341 | (12,802,864) | 246,708,489 | 663,814,256 | 452,528,677 |
| Grand Total PY | 342,920,564 | 351,749,254 | 23,101,858 | 671,567,960 | 213,732,528 | 16,581,629 | 11,274,873 | 219,039,284 | 452,528,676 | 129,188,036 |

2(i) Lease Hold Land

Land under Fixed Assets includes Rs.67.60 lacs being the value of land allotted and possession handed over by KINFRA Film & Video Park (KINFRA), a Government of Kerala Undertaking to the Company for construction of building to house its operations for which the registration formalities are yet to be completed. As per the agreement with “ the party ”, the said land is on a 90 year lease and has to be developed within a period of 3 years from the date of allotment i.e. on or before 05.04.2010. The said land could not be developed within the time frame agreed on account of the difficult scenario being faced by the Animation Industry in general and the company in particular. KINFRA , in the meantime has changed the status of the SEZ from Animation to include IT/ITES also. This has been approved by the Ministry of Industries & Commerce vide its letter dated 7th February 2012.

The Company is taking steps in consultation with KINFRA, to obtain a co-developer status and develop the land.

2(ii) Impairment of Assets

In the opinion of the management there is no impairment as on the date of the balance sheet in the value of the carrying cost of Intellectual Property Rights (IPR) of the company within the meaning of Accounting Standard – 28 on Impairment of Assets issued under Companies (Accounting Standards) Rules 2006, considering the revenue earning potential of the company and based on the estimated future cash flows upon crystallization of enquiries received by the company for the intellectual property rights carried in the books as intangible assets.

2(iii) Fixed assets , capital work in progress & Inventory of intangible assets

The animation division of the company is engaged in the development of Animation contents, which can be under a service / co production contract or for creating its own IPR. The cumulative expenses incurred under co production and IPR creation activities are carried forward under capital work-in-progress, till the assets are ready for commercial exploitation. The expenses incurred under service contracts are carried forward as work in progress inventories till the milestone billing are achieved. As a result Rs. Nil (PY Nil) are carried forward in the Accounts as at the year end.

During the year Rs.19,40,57,305/- has been incurred towards developmental expense for KINFRA 2 acre land at Thiruvananthapuram. The Closing work in progress stands at Rs.20,43,29,841

2(iv) Land & Building

(a) The Company has created a mortgage on one of its building in favour of a bank, towards banking facilities extended by the bank, to a subsidiary Company.

Schedule to Consolidated Balance Sheet as at 31st March 2020*(All amounts are in Indian Rupees, unless otherwise stated)*

| 3:NON CURRENT ASSETS - FINANCIAL ASSETS - INVESTMENTS | | |
|---|----------------|----------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Quoted Shares | | |
| In Associates | | |
| In Others | | |
| Pittsburgh Iron & Steels Ltd (Formerly S & Y Mills Limited) -500 (500) equity share of Rs.10/- each (Market value as on 31-03-20 could not be given on account of lack of details) | 2,165 | 2,165 |
| NIIT Limited - 1,000 (1000) Equity Shares of Rs.10/- each (Market Value as on 31-03-20 (Source BSE) Rs.82,050/-) | 21,757 | 21,757 |
| | 23,922 | 23,922 |

Investments in subsidiary and associates are sated at cost using the exemption provided as per Ind AS 27 "Separate Financial Statements"

| 4. OTHER FINANCIAL ASSETS (Unsecured Considered Good) | | |
|--|-------------------|-------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Current | | |
| (a) Security deposits | 6,306,296 | 6,245,759 |
| (b) Loans & Advances | 20,000 | 1,245,000 |
| Total | 6,326,296 | 7,490,759 |
| Non Current | | |
| Other Financial Asset | 71,229,914 | 39,200,000 |
| Total | 71,229,914 | 39,200,000 |
| | 77,556,210 | 46,690,759 |

Other Financial assets are ICD provided to M/s Adhunik Finance P Limited and Innocent Infrastructure P Limited

| 5. INVENTORIES | | |
|-----------------------|----------------|------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Raw materials | - | 1,186,452 |
| Work - in Progress | - | - |
| Finished Goods | 315,008 | - |
| | 315,008 | 1,186,452 |

| 6. TRADE RECEIVABLES | | |
|--|-------------------|-------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| (a) Unsecured Considered Good | | |
| Other than related parties | 21,385,496 | 11,731,747 |
| Receivables from related parties | - | - |
| Total | 21,385,496 | 11,731,747 |
| (b) Doubtful | | |
| Other than related parties | - | - |
| Less: Allowance for Expected Credit loss (Refer Note below) | - | - |
| Total | - | - |
| Grand Total | 21,385,496 | 11,731,747 |

| 7:CURRENT ASSETS - CASH & CASH EQUIVALENTS | | |
|---|-------------------|--------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| 7A.Current - Cash and Cash Equivalents | | |
| Cash on Hand | 10,697 | 56,474 |
| On Current Accounts | 31,231,826 | 6,394,941 |
| Total | 31,242,523 | 6,451,415 |
| 7B. Non Current - Other Bank Balance | | |
| Fixed Deposits | 11,011,861 | 111,702,715 |
| Total | 11,011,861 | 111,702,715 |
| | 42,254,384 | 118,154,130 |

| 8.- OTHER FINANCIAL ASSETS | | |
|--------------------------------------|-------------------|-------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Unsecured, Considered good: | | |
| Current | | |
| Prepaid Expenses | 1,926,444 | 1,915,683 |
| Balances with government authorities | 44,645,650 | 36,980,435 |
| Travel & Trade Advances | 267,314 | 1,672,699 |
| Other Receivables | 1,665,200 | 1,334,655 |
| Input Credits | 2,110,150 | 940,435 |
| Gratuity Fund | - | - |
| Total | 50,614,758 | 42,843,907 |
| Non Current | | |
| MAT Credit Entitlement | 41,197,870 | 41,197,870 |
| Gratuity Fund | 263,251 | 165,729 |
| Rental Deposits | 3,643,641 | 2,654,641 |
| Other Advances | 13,550 | |
| Total | 45,118,312 | 44,018,240 |
| | 95,733,070 | 86,862,147 |

| 9: OTHER CURRENT ASSETS | | |
|-------------------------|------------------|-------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Unbilled Revenue | 8,140,850 | 14,807,487 |
| Accrued Income | 28,888 | |
| Security Deposit | 1,646,948 | 1,593,284 |
| | 9,816,686 | 16,400,771 |

| 10: DEFERRED TAX ASSETS / (Liabilities) | | |
|--|----------------|----------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Deferred Tax Asset / (Liabilities) | - | |
| As per last Balance Sheet | 323,260 | 23,907 |
| Add: Created for the year on account of Disallowance u/s 40(a)(ia) of the Income Tax Act, 1961 | - | |
| Add: Created/(Reversed) for the year on account of difference in depreciation | 200 | 12,503 |
| | 323,460 | 36,410 |

| 11: EQUITY SHARE CAPITAL | | |
|--|--------------------|--------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Authorized Share Capital | | |
| 105000000 (105000000) Equity Share of Rs.2 each (Rs. 2 each) | 340,000,000 | 210,000,000 |
| 5000000 (5000000) 10% Cumulative Redeemable Preference shares of Rs. 10/- each | 50,000,000 | 50,000,000 |
| | 390,000,000 | 260,000,000 |
| Issued, Subscribed and Paid up Capital | | |
| 57007401 (57007401) Equity Shares of Rs.2/- (Rs.2/-) each Fully Paid up | 114,014,802 | 114,014,802 |
| | 114,014,802 | 114,014,802 |

| a. Reconciliation of Equity Shares outstanding at beginning and end of the year | | | | |
|---|------------|-------------|------------|-------------|
| Equity Shares | 31.03.2020 | | 31.03.2019 | |
| | Number | Rs | Number | Rs |
| At the beginning of the year | 57,007,401 | 114,014,802 | 57,007,401 | 114,014,802 |
| Issued During the year | | | | |
| Outstanding at the end of the year | 57,007,401 | 114,014,802 | 57,007,401 | 114,014,802 |

b. Terms / rights attached to equity shares
Equity shares

- (i) The Company has only one class of equity shares having a par value of Rs.2/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the shareholders in the ensuing Annual General Meeting.

- (ii) In the event of the liquidation of the Company, the holder of equity share will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company

| | 31.03.2020 | | 31.03.2019 | |
|--|------------|------------------------|------------|------------------------|
| | Number | % Holding in the class | Number | % Holding in the class |
| N R Panicker | 29,481,032 | 51.71 | 27,770,810 | 48.72 |
| Sreekumari Panicker | 4,789,778 | 8.40 | 6,500,000 | 11.40 |
| Shruthi Panicker | 6,506,851 | 11.41 | 6,506,851 | 11.41 |
| Ganesh R | 4,908,877 | 8.61 | 4,908,877 | 8.61 |
| Equity Share of Rs. 2 each each fully paid | | | | |

As per the records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

d. During the period of five years immediately preceding the date at which the Balance Sheet is prepared, the Company has not

- (1) allotted fully paid up shares pursuant to contract without payment being received in cash.
- (2) allotted fully paid up shares by way of bonus shares and
- (3) brought back shares

| 12: OTHER EQUITY | | |
|---|--------------------|--------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Capital Reserve | | |
| Balance as per the last financial statements | 68,817,370 | 68,448,280 |
| Add/(Less): On account of consolidation of Subsidiary | 1,050,000 | 369,090 |
| Closing Balance | 69,867,370 | 68,817,370 |
| Capital Redemption Reserve | | |
| Balance as per the last financial statements | 26,930,000 | 26,930,000 |
| Add/(Less): On account of consolidation of Subsidiary | - | - |
| Closing Balance | 26,930,000 | 26,930,000 |
| Securities Premium | | |
| Balance as per the last financial statements | 40,099,604 | 31,173,055 |
| Add/(Less): On account of consolidation of Subsidiary | 13,777,476 | 8,634,049 |
| Add: Addition during the year | - | 292,500 |
| Closing Balance | 53,877,080 | 40,099,604 |
| Asset Revaluation Reserve | | |
| Balance as per the last financial statements | 234,296,462 | 234,296,462 |
| Add/(Less): On account of consolidation of Subsidiary | 1,976,835 | - |
| Add: Addition during the year | - | - |
| Closing Balance | 236,273,297 | 234,296,462 |
| Surplus / (Deficit) in Statement of Profit and Loss | | |
| Balance as per the last financial statements | 163,593,791 | 150,160,946 |
| Add: Profit / (Loss) for the year | (43,701,649) | 47,301,648 |
| Add/(Less): On account of consolidation of Subsidiary | (18,573,493) | (6,450,215) |
| Distribution Made | | |
| Final Dividend for the year ended 31st March 2018: Rs.0.40 Per share | - | (22,802,960) |
| Dividend distribution tax on final dividend | - | (4,687,216) |
| Less: Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax | 19,527 | 71,588 |
| Less: Prior Period Adjustments | (3,973,115) | - |
| | 97,365,061 | 163,593,791 |
| | 484,312,808 | 533,737,227 |

35. Securities Premium- where the company issues shares at premium, whether for cash or otherwise, a sum equal to the aggregate amount of premium received on those shares shall be transferred to " Securities Premium". The Company may issue fully paid up bonus shares to its members out of the securities premium and the company can use this reserve for buy back of shares.

36. General Reserve- General reserve is created out of the profits earned by the company by way of transfer from surplus in the statement of profit and loss. The company can use this reserve for payment of dividend and issue fully paid up and not paid up bonus shares.

37. In Accordance with notification G.S.R. 404(E) dated April 6 2016, re-measurement of defined benefit plan is recognized as part of retained earnings.

38.

| 13:NON CURRENT LIABILITIES - FINANCIAL LIABILITES - BORROWINGS | | |
|--|--------------------|-------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Term loans from banks (in INR) | 163,908,319 | |
| HP Loan | 2,608,366 | 6,257,873 |
| Over Draft / Loan Against Fixed Deposit | - | 35,619,484 |
| | | |
| | 166,516,685 | 41,877,357 |
| | | |

Details of Security**(i) Vehicle Loan**

The HP Loan is availed from Kotak Mahindra Prime and The Federal Bank Limited, RM Nagar Branch, Chennai Secured against Vehicle purchased against the respective loan. 60 EMI of Rs.25,964/-, Interest @ 10% and Rs.97,544/-, interest @ 8% respectively.

(ii) Over Draft / Loan Against Fixed Deposit

The over draft / loan against fixed deposit is availed from The Federal Bank Limited secured against personal guarantee and Fixed Deposit of Managing Director Mr N R Panciker. Interest @ 7%

(iii) Rent Securitization Loan

The Company have availed Rent Securitization loan of Rs.2.40 crores and 1.45 crores by hypothecation of future rent receivable from its rentable property. Company had provided SFI Complex basement property as collateral against the loan. The loan is repayable in 120 equated monthly installment at 10.30% rate of interest

(iv) KSIDC Term Loan

KSIDC had sanctioned Term Loan of Rs.23 crores for IT Building Project at KINFRA SEZ vide its sanction letter no: KSIDC/TVM/313BM/117 DATED 02.09.2019 for a term of 12 years

Rate of Interest: 10% on the loan outstanding compounded quarterly

Repayment Period: 48 qtrly installment after moratorium period of 2 years from the date of 1st disbursement or the date of commencement of operation whichever is earlier

During the year the Company have availed Term Loan of Rs.12.50 Crores out of sanctioned amount of Rs.23 crores

(v) Term Loan (Subsidiary Accel Media Ventures Ltd)**(a) Details of Security**

The Term Loan from Bank is secured by Hypothecation of Company's Plant/Machinery/Equipment Purchased out of Term Loan and Corporate guarantee of its holding company M/s Accel Limited and collateral security of a property owned by the holding Company.

(b) Terms of repayment

The Term Loans from Bank carries Interest @11.05% to 12.92% p.a and the amount outstanding as on date of balance Sheet is repayable in 17 to 52 months.

| 14. PROVISIONS | | |
|-----------------------------|------------------|----------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Non Current | | |
| Gratuity | 1,180,354 | 703,815 |
| Leave Encashment (Unfunded) | 69,673 | 76,208 |
| Total | 1,250,027 | 780,023 |
| Current | | |
| Provision for Taxation | - | - |
| Total | - | - |
| | 1,250,027 | 780,023 |

| 15:FINANCIAL LIABILITIES - BORROWINGS | | |
|--|-------------------|-------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Other Financial Liabilities | 41,453,483 | - |
| Cash Credit/ Overdraft facility with Banks | 15,731,321 | 10,532,237 |
| | | |
| | 57,184,804 | 10,532,237 |

M/s Accel Media Ventures Limited has been sanctioned overdraft facility of Rs 140 lakhs from Federal Bank at an interest rate of MCLR-1 year plus spread of 3.4%. The loan is secured by a collateral security of land along with building owned by Holding Co. Accel Ltd.

| 16:TRADE PAYABLES | | |
|--|-----------------------|-----------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| (i) Dues to Micro, Small & Medium Enterprise | 2,860,120 | - |
| (ii) Others | - | - |
| '-For Goods & Services | 12,780,370 | 13,542,887 |
| '-Other payable | 21,011,981 | 2,135,862 |
| | | |
| | 36,652,471 | 15,678,749 |

Dues to Micro , Small & Medium Enterprises

The company has initiated the process of identifying the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2019 , disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

Total Outstanding dues of micro enterprises and small enterprises

| Particulars | 31st Mar, 2020 | 31st Mar, 2019 |
|--|-----------------------|-----------------------|
| i) The principal amount remaining unpaid if any supplier as at the year end | - | - |
| ii) The interest due on principal amount remaining unpaid to any supplier as at the end of the year | - | - |
| iii) The amount of interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act) along with the amount of the payment made to the supplier beyond the appointed day during the year | - | - |
| iv) The amount of interest due and payable for the period of delay in marketing payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act. | - | - |
| v) The amount of interest accrued and remaining unpaid at the end of each accounting year and | - | - |
| vi) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure as per the Micro, Small and Medium Enterprise Development Act, 2005 (MSME Act, 2006) | - | - |

| 17:OTHER CURRENT LIABILITES | | |
|---|-----------------------|-----------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Current Maturity in Long Term Borrowings (Note: | 10,432,640 | 4,194,152 |
| Statutory Dues | 13,678,029 | 7,140,925 |
| Advances received | 2,678,735 | 2,414,271 |
| Rental Deposit | 3,395,000 | 2,755,000 |
| Dividend Payable | 181,942 | 188,342 |
| Unsecured Loan | 13,172,480 | - |
| Deferred Revenue | 4,433 | - |
| | 43,543,259 | 16,692,690 |

| 18:CURRENT PROVISIONS | | |
|------------------------------|-----------------------|-----------------------|
| DESCRIPTION | 31st Mar, 2020 | 31st Mar, 2019 |
| Leave Encashment | 22,384 | - |
| Gratuity | 4,179,679 | 1,943 |
| | 4,202,063 | 1,943 |

| 19:REVENUE FROM OPERATIONS | | |
|-------------------------------------|--------------------|-------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| (A) Sale of Services | | |
| (a) Services | | |
| Sale of Licenses - Exports | 1,345,665 | 3,240,745 |
| Sale of Licenses - Domestic | 46,300,661 | 55,132,083 |
| Cost for Leasing of Test Equipments | 1,050,000 | |
| | 48,696,326 | 58,372,828 |
| (b) Manufacturing | | |
| Sales Income | 1,077,239 | 5,595,336 |
| | 1,077,239 | 5,595,336 |
| (B) Service Income | 1,330,111 | 107,337 |
| | 2,407,350 | 5,702,673 |
| (C) Academy Services | | |
| Service Income | 4,238 | - |
| (D) IT Services | | |
| Service Income | 20,729,961 | - |
| Sales Income | 71,172,878 | - |
| | 91,902,839 | - |
| (E) Other Operating Income | 6,087,375 | 3,449,750 |
| | 149,098,128 | 67,525,251 |

(i) No single customer contributed 10% or more to the companies revenue during the financial year 2019-20 and 2018-19

| 20A. OTHER INCOME | | |
|---|------------------|-------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Profit on Sale of fixed Assets | 186,134 | 2,159,945 |
| Profit on Sale of Mutual funds | - | 654,311 |
| Creditors No Longer Required Written Back | 3,054 | 1,815,612 |
| Investment written off now reversed | - | 390,599 |
| Dividend Income | 13,000 | |
| Other Income | 3,427,974 | 169,997 |
| | - | |
| | 3,630,162 | 5,190,464 |
| 20B. FINANCE INCOME | | |
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Others | 4,689,312 | 12,152,507 |
| | - | |
| Total | 4,689,312 | 12,152,507 |

| 21:COST OF SERVICES | | |
|--|------------------|------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Cost of Services - Animation Services | 46,000 | - |
| Cost of Services - Engineering Services | 1,553,570 | 1,624,347 |
| Cost of Services - Academy & IT Services | 374,977 | - |
| | 1,974,547 | 1,624,347 |

| 22:COST OF MATERIALS CONSUMED | | |
|--------------------------------------|-------------------------|-------------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Opening Stock | 2,845,793 | 1,055,961 |
| Add: Purchases | 65,789,383 | 1,934,281 |
| Less: Closing Stock | 315,008 | 1,186,423 |
| | | |
| | 68,320,168 | 1,803,819 |

| 23:EMPLOYEE BENEFITS EXPENSES | | |
|---|-------------------------|-------------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Salaries & Wages | 70,543,689 | 48,565,275 |
| Contribution to Provident and other welfare funds | 5,637,960 | 2,671,161 |
| Staff Welfare Expenses | 1,877,710 | 1,655,502 |
| Gratuity | 190,064 | 6,125 |
| Leave Encashment | 15,849 | 1,537 |
| | - | |
| | 78,265,272 | 52,899,600 |

| 24:OTHER EXPENSES | | |
|------------------------------------|-------------------------|-------------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Rent | 9,895,667 | 3,508,088 |
| Software License | 2,495,535 | 4,238,197 |
| Power and fuel | 2,975,013 | 3,124,304 |
| Insurance | 623,433 | 144,192 |
| Foreign Exchange Loss/(Gain) - Net | 83,879 | 1,944 |
| Rates & taxes | 1,156,569 | 1,622,953 |
| Repair and maintenance | 3,206,680 | 3,166,961 |
| General Expenses | 1,425,523 | 8,993,017 |
| Travelling & conveyance | 3,449,975 | 2,775,741 |
| Printing and stationery | 371,518 | 862,944 |
| Postage, telegram & telephone | 1,482,639 | 1,851,393 |
| Consultancy charges | 10,217,617 | 12,990,943 |
| Payment to auditors | - | |
| Auditor Remuneration | 551,300 | 441,107 |
| for taxation matters | - | |
| Assets written off | - | |
| Packing and forwarding charges | - | 114,132 |
| Advertisement | 522,698 | 745,414 |
| Marketing & distribution expenses | 58,678 | |
| Sitting Fees | 380,000 | |

| | | |
|---|-------------------|-------------------|
| Loss on sale of asset/Redemption of MF | 8,166 | 1,124,730 |
| Bad Debts | 33,425 | |
| Advance paid not receivable written off | 500,000 | |
| Donation | 100,000 | |
| No longer receivable written off | 1,415,423 | |
| | 40,953,738 | 45,706,060 |

| 25:DEPRECIATION & AMORTIZATION | | |
|---|-------------------|-------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Depreciation & Amortization | 14,866,343 | 16,581,628 |
| Amortization of Intangibles | | |
| | | |
| | 14,866,343 | 16,581,628 |

| 26:FINANCE COST | | |
|-----------------------------|------------------|------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2019 |
| Interest Expenses | | |
| On Term Loans / Over Drafts | 2,313,404 | 935,731 |
| On Statutory Payments | 10,700 | 139,542 |
| On Other Borrowings | 4,712,128 | 2,434,427 |
| On Vehicle Loans | 280,156 | 395,115 |
| Bank charges and commission | 259,298 | 73,554 |
| Loan Processing Fees | 422,900 | - |
| | | |
| | 7,998,586 | 3,978,369 |

| 27:EXCEPTIONAL ITEMS | | |
|---------------------------------------|------------------|---------------------|
| DESCRIPTION | 31st March, 2020 | 31st March, 2020 |
| Loss /(Profit) on Sale of Investments | - | (85,033,630) |
| | | |
| | | |
| | - | (85,033,630) |

| 28: Tax Expenses | | |
|--|--|--|
| Particulars | For the year ended 31st March, 2020 | For the year ended 31st March, 2019 |
| Income tax recognized in the statement of profit or loss | | |
| Current Income Tax | | |
| -Current Tax | 178,986 | - |
| | | |
| Income Tax expenses reported in the statement of profit or loss | 178,986 | - |

| Reconciliation of effective tax rate | | |
|---|--|--|
| Particulars | For the year ended 31st March, 2020 | For the year ended 31st March, 2019 |
| | | |
| | | |

| 29: Earnings per Share | | |
|---|---------------------|---------------------|
| Particulars | 31st March, 2020 | 31st March, 2019 |
| Profit / (Loss) after taxation | (55,121,926) | (37,706,975) |
| Less: Exceptional Item | - | (85,033,630) |
| Profit / (Loss) Without Exceptional Item | (55,121,926) | 47,326,655 |
| Weighted average number of equity shares | 57,007,401 | 57,007,401 |
| Basic & Diluted earnings per share with Exceptional Item | (0.97) | (0.66) |
| Basic & Diluted earnings per Share without Exceptional Item | (0.97) | 0.83 |

30: Group Information

The Company has following investment, in subsidiary and associates

| Company | Principal Place of Business | Relationship | % of Ownership | |
|--|-----------------------------|--------------|----------------|----------------|
| | | | As at 31-03-20 | As at 31-03-19 |
| Accel Media Ventures Ltd | India | Subsidiary | 77.00 | 77.00 |
| Accel OEM Appliances Ltd, (Formerly Known as Accel Tele.Net Ltd) | India | Subsidiary | 100.00 | 100.00 |
| Computer Factory India Pvt Ltd | India | Subsidiary | 100.00 | - |
| Centronics Technologies Pvt Ltd | India | Associate | 39.00 | 39.00 |

31: Contingent Liabilities and Commitments (to the extent not provided for)

| (Rupees in Lacs) | | |
|--------------------|------------|------------|
| | 31.03.2020 | 31.03.2019 |
| Income Tax Demands | - | - |
| Service tax | 16.51 | 16.61 |
| Customs | 33.88 | 33.88 |
| PF & Others | 23.88 | 36.28 |
| Sales Tax | 13.92 | 13.92 |

Note:

- (i) There were certain matters that were under appeal with the CIT (A) Chennai with respect to the merged entity, M/s. Accel Limited
- (ii) The appellate authority has passed orders with respect to all the appeals filed by the company allowing certain claims of the company and dismissing certain claims of the company.
- (iii) The giving effect orders with respect to the above appellate orders is yet to be obtained and hence contingent liability with respect to the above appeals could not be ascertained.
- (iv) The company has remitted an amount of Rs. 5,11,233 against a demand notice raised by the Sales Tax Department for the year-ended 31.03.2003 (sales tax demand of Rs. 5,69,340 and a penalty of Rs. 823,116). An Appeal has been filed by the company against the demand before the Appellate Assistant Commissioner (AAC III) Sales Tax, Chennai and is pending. The said amount is shown under Balance with government Authorities.

31. Employee Benefit Obligations

**1. Defined Contribution Plan
-Expenses Recognized during the period**

| Particulars | As on | |
|--|----------------|----------------|
| | 31.03.2020 | 31.03.2019 |
| In income statement | 19,810 | 15,317 |
| in Other comprehensive income | 85,551 | (9,192) |
| Total expenses recognised during the year | 105,361 | (1,729) |

Assets and Liability (Balance sheet position)

| Particulars | As on | |
|----------------------------------|----------------|----------------|
| | 31.03.2020 | 31.03.2019 |
| Present value of obligation | 168,639 | 110,975 |
| Fair value of Plan Assets | 431,890 | 479,587 |
| Surplus / (Deficit) | 263,251 | 374,737 |
| Effects of Asset Ceiling, if any | - | - |
| Net Asset/(Liability) | 263,251 | 374,737 |

Changes in the present value of obligation (Gratuity)

| Particulars | for the period ending | |
|---|-----------------------|------------|
| | 31.03.2020 | 31.03.2019 |
| Present Value of Obligation as at the beginning | 110,975 | 70,149 |
| Current Service Cost | 48,253 | 44,151 |
| Interest Expense or Cost | 8,563 | 5,397 |
| Re-measurement (or Actuarial) (gain) / loss arising from: | - | - |
| change in demographic assumptions | (128) | - |
| change in financial assumption | 17,501 | - |
| experience variance (i.e. Actual experience vs. assumption) | 68,178 | (8,722) |
| Others | - | - |
| Past service cost | - | - |
| effect of change in foreign exchange rates | - | - |
| Benefits paid | (84,703) | - |
| Acquisitions adjustment | - | - |
| effect of business combinations or deposits | - | - |
| Present value of obligation as at the end | 168,639 | 110,975 |

Bifurcation of Net Liability

| Particulars | As on | |
|-----------------------------------|------------------|------------------|
| | 31.03.2020 | 31.03.2019 |
| Current Liability (Short term) | - | - |
| Current Asset (Short Term) | (263,251) | (368,612) |
| Non-current Liability (Long term) | - | - |
| Net Liability | (263,251) | (368,612) |

Expenses Recognised in the Income Statement

| Particulars | for the period ending | |
|---|-----------------------|---------------|
| | 31.03.2020 | 31.03.2019 |
| Current Service cost | 48,253 | 44,151 |
| Past Service Cost | - | - |
| Loss/(Gain) on settlement | - | - |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | (28,834) | (28,834) |
| Expenses Recognised in the Income Statement | 19,810 | 15,317 |

| Other Comprehensive Income | | | | |
|--|------------------------------|-------------------|-------------------|-----------------|
| Particulars | for the period ending | | | |
| | 31.03.2020 | 31.03.2019 | | |
| Actuarial (gains) / losses | | | | |
| Change in demographic assumptions | (128) | | | |
| Change in financial assumptions | 17,501 | - | | |
| experience variance (i.e. Actual experience vs. assumptions) | 68,178 | (8,722) | | |
| others | | | | |
| Return on plan assets, excluding amount recognised in net interest expense | | (470) | | |
| Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling | | | | |
| Components of defined benefit costs recognised in other comprehensive income | 85,551 | (9,192) | | |
| Demographic Assumptions | | | | |
| The principal demographic assumptions used in the valuation are shown in the table below | | | | |
| Particulars | As on | | | |
| | 31.03.2020 | 31.03.2019 | | |
| Mortality rate (% of IALM 06-08) | 100% | 100% | | |
| Normal retirement age | 55 years | 55 years | | |
| Attrition / Withdrawal rate (per annum) | 2% | 2% | | |
| Sensitivity Analysis | | | | |
| Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary | | | | |
| Particulars | 31.03.2020 | 31.03.2019 | | |
| Defined Benefit Obligation (Base) | 168,639 | 110,975 | | |
| Particulars | 31.03.2020 | | 31.03.2019 | |
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 1%) | 189,110 | 151,082 | 125,373 | 98,736 |
| (% change compared to base due to sensitivity) | 12.10% | -10.40% | 13.00% | 11.00% |
| Salary Growth Rate (- / + 1%) | 150,660 | 189,256 | 98,335 | 125,624 |
| (% change compared to base due to sensitivity) | -10.70% | 12.20% | 11.40% | 13.20% |
| Attrition Rate (- / + 50% of attrition rates) | 167,216 | 169,808 | 109,752 | 111,846 |
| (% change compared to base due to sensitivity) | -0.80% | -0.70% | -1.10% | 0.80% |
| Mortality Rate (- / + 10% of mortality rates) | 168,460 | 168,617 | 110,830 | 111,120 |
| (% change compared to base due to sensitivity) | -0.10% | -0.10% | -0.10% | 0.10% |

32. Related Party Disclosure**Subsidiaries**

Accel Media Ventures Ltd
 Accel OEM Appliances Ltd, (Formerly Known as Accel Tele.Net Ltd)
 Computer Factory India Pvt Ltd

Associate

Cetronics Technologies P Ltd

Key Management Personnel (KMP):

| | | |
|---------------------|-------------------------|----------------------------|
| N R Panicker | Managing Director | |
| Priyam Agarwal | Company Secretary | |
| S Gopalakrishnan | Chief Financial Officer | Resigned w.e.f 01.06.2019 |
| Subramanyam P | Chief Financial Officer | Appointed w.e.f 13.11.2019 |
| Sreekumari Panicker | Spouse of N R Panicker | |

| Particulars of Transactions with related parties | Controlling Company | Companies under Common Management | Key Management Personnel |
|--|---------------------|-----------------------------------|--------------------------|
| Receipt of Share of Expenses | - | 537,799 | - |
| | - | (1,334,655) | - |
| Interest Receipt | 4,315,126 | - | - |
| | (1,807,464) | - | - |
| Loan Accepted | | | 13,000,000 |
| | | | - |
| Interest Payment | - | - | 483,738 |
| | - | - | - |
| Finance (including loans & equity contribution in cash or in kind) | 26,090,000 | 500,000 | - |
| | (61,000,000) | - | - |
| Remuneration / Transit House Rent to Director | - | - | 4,560,000 |
| | - | - | (3,600,000) |
| Trade Receivables | - | - | - |
| | - | - | - |
| Remuneration to Company Secretary | - | - | 300,000 |
| | - | - | (313,326) |
| Remuneration to CFO | - | - | 458,242 |
| | - | - | (572,216) |
| Rent Paid | - | - | 1,800,000 |
| | - | - | (1,800,000) |
| Service Received | 5,023,650 | - | - |
| | - | - | - |

33. Derivatives

| Particulars | 31.03.2020 | 31.03.2019 |
|---|----------------|----------------|
| Category wise quantitative data about Derivative instruments outstanding at the Balance sheet | Nil | Nil |
| Purpose of Hedging | Not Applicable | Not Applicable |
| Foreign Currency Exposure that are not hedged by a derivative Instrument or otherwise: | | |
| Due to creditors | Nil | Nil |
| Due from Debtors | Nil | Nil |
| | NIL | EUROS 6135 |

| 34. Segment Reporting | (Rupees in Lacs) | |
|---|-------------------------|-----------------|
| | 31.03.20 | 31.03.19 |
| Revenue by Industry segment | | |
| Media Services | 526.70 | 637.60 |
| IT Services | 919.07 | 57.18 |
| Total segment Revenue | 1,445.77 | 694.79 |
| Segment Results | | |
| Media Services | (299.15) | (180.20) |
| IT Services | (60.38) | 6.89 |
| TOTAL | (359.53) | (173.32) |
| Less : Interest (Net) | 41.51 | (55.40) |
| Add: Unallocated Income | (233.86) | 591.92 |
| Total Profit / (Loss) before tax | (551.88) | 474.01 |
| Segment Assets | | |
| Media Services | 696.28 | 802.82 |
| IT Services | 313.23 | 80.24 |
| Unallocated Segment Assets | 8,102.71 | 6,453.09 |
| Total Assets | 9,112.22 | 7,336.15 |

| | | |
|---------------------------------|-----------------|-----------------|
| Segment Liabilities | | |
| Media Services | 489.09 | 565.90 |
| IT Services | 243.49 | 15.42 |
| Unallocated Segment Liabilities | 8,379.64 | 6,754.83 |
| Total Liabilities | 9,112.22 | 7,336.15 |

35: Financial risk management

The company presently offers Animation Services, IT Services and Academy from its facilities in Trivandrum and Chennai. The Company, as part of its business operations is also in the process of development of its surplus land in the factory area located at Sreekariyam, Trivandrum.

The company has exposure to the following risks:

- (1) Credit Risk
- (2) Liquidity Risk
- (3) Market Risk

(1) Credit Risk

Credit risk is a risk that counter party will not meet its obligation under the financial instrument or customer contract leading to financial loss. This risk consists primarily of default being experienced in trade receivables. The Company has provided for expected losses and hence there is no significant credit risk to the company. Before accepting any new customer, Company assesses the potential customer's credit quality.

(2) Liquidity Risk

Refers to risk the company cannot meet its financial obligations. Since the Company has access to variety sources of funding and is also continuously monitoring actual cash flows, this is not a significant risk to the company.

(3) Market Risk

Market risk is that the fair value of the future cash flows of financial instrument will fluctuate because of changes in market price. However this is not a significant risk since the company has provided in the books the fluctuation in market price of financial instruments as on the date of balance sheet for Mutual Funds.

36. The Company has considered the possible effects that may result from the pandemic relating to covid 19 on the carrying amount of property, plant and equipment, intangible asset, trade receivables and other financial assets in developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company as at the date of approval of these financials statement, as used internal and external sources of information including credit reports/related information and economic forecast. The company has performed analysis on the assumption used and based on a current estimates expects that the carrying amount of the aforementioned assets will be recovered. The assessment as above does not indicate any adverse impact on the ability of the company to continue as going concern. Given the uncertainties associated with nature and duration of the pandemic, the impact of covid 19 on the company's financial statement may defer from that estimated as at the date of approval of these financial statements. The company will continue to monitor future economic conditions and update its assessment.

37. Previous year's figure have been regrouped, recasted and rearranged wherever necessary, to suite the current period layout.

As per our report of even date attached

For Vijayakumar & Easwaran
Chartered Accountants
Firm Regn No: 004703S

For and on behalf of the board of directors

Sam Kuruvilla
Partner
Membership No: 218095
UDIN: 20218095AAAACT2209

N R Panicker
Managing Director
DIN: 00236198

Dr. M. Ayyappan
Chairman &
Director
DIN: 00117374

Place: Chennai
Date: 29th July, 2020

Priyam Agarwal
Company Secretary

Subramanyam
P
Chief Financial
Officer

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART A: SUBSIDIARY

(INR in Lakhs)

| S. No. | Particulars | Subsidiary I | Subsidiary II | Subsidiary III |
|---------------|---|--------------------------|--|--|
| 1. | Name of the subsidiary/Associate | Accel Media Ventures Ltd | Computer Factory India Private Limited | Accel OEM Appliances Ltd, (Formerly Known as Accel Tele.Net Ltd) |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company’s reporting period | - | - | - |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | - | - | - |
| 4. | Share capital | 521.80 | 110 | 98 |
| | Reserves & surplus | (649.46) | 78.02 | (43.64) |
| 5. | Total assets | 524.56 | 293.23 | 413.27 |
| 6. | Total Liabilities | 652.22 | 105.20 | 358.91 |
| 7. | Investments | Nil | Nil | Nil |
| 8. | Turnover | 463.71 | 918.06 | - |
| 9. | Profit before taxation | (251.69) | 2.12 | (34.56) |
| 10. | Proposed Dividend | Nil | Nil | Nil |
| 11. | % of shareholding | 77% | 100% | 100% |

PART B: ASSOCIATES

(INR in Lakhs)

| | |
|--|------------------------------|
| Name of the Associates | Cetronics Technologies P Ltd |
| Latest Audited Balance Sheet Date | 31.03.2020 |
| No of Shares of Associates held by the Company at the year end | 0.39 |
| Amount of Investment in Associates | 39.00 |
| Extend of Holding % | 39% |
| Description of how there is a significant influences | By virtue of shareholding |
| Reason why the associate is not consolidated | NA |
| Net - worth attributable to Shareholding as per latest audited balance sheet | |
| Profit / Loss for the year – (Total Comprehensive Income) | (28.90) |
| i) Considered in the Consolidation | (11.27) |
| ii) Not considered in the Consolidation | (17.63) |

For and on behalf of the board of directors

N R Panicker
Managing Director
DIN: 00236198

M. Ayyappan
Chairman & Director
DIN: 07148631

Priyam Agarwal
Company Secretary

P. Subramanyam
Chief Financial Officer

Date: 29.07.2020
Place: Chennai

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
ANNUAL GENERAL MEETING ON WEDNESDAY, 9TH DECEMBER, 2020.
(To be handed over at entrance of the Meeting Venue)

Folio No. DP. ID No./ Client ID
.....

Name of the Member Signature
.....

Name of Proxy Holder Signature
.....

No. of share heldE-mail ID

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company to be held on Wednesday, the 9th December, 2020 at 10.30 a.m. at "Hotel KTDC Rain Drops", 169/2, Greams Road, Chennai - 600 006

* Only Member/Proxy holder can attend the Meeting.

Note: Please fill this Admission Slip and hand it over at the entrance. Shareholders who come to attend the meeting are requested to bring the copies of the AGM Notice also with them.

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 1(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 | |

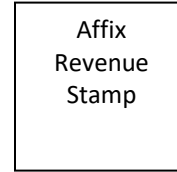
I/We, being the member(s) of _____ shares of Accel Limited, hereby appoint:

- _____ residing at _____ having e-mail id _____ or failing him/her;
- _____ 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 Annual General Meeting of the Company, to be held on Wednesday, the 9th December, 2020 at 10.30 a.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* |
|--------------------------|---|-------------|----------|
| Ordinary Business | | | |
| 1 | To receive, consider and adopt: a) the audited standalone financial statements of the Company for the year ended 31 March 2020, together with the Directors' and Auditors' Reports thereon; b) the audited consolidated financial statements of the Company for the year ended 31 March 2020, together with the Auditors' Reports thereon | | |
| 2 | To appoint a Director in place of Mr. N.R. Panicker (DIN: 00236198), who retires from office by rotation, and being eligible himself for re-appointment | | |
| 3 | To consider and approve the appointment of Statutory Auditors of the Company to hold office until the conclusion of the 35th Annual General Meeting and to fix their remuneration | | |
| Special Business | | | |
| 4 | Appointment of Mr. Nagarajan Krishnamurthy (DIN: 02172617) as a Independent Director | | |
| 5 | Alteration of Object Clause in the Memorandum of Association of the Company | | |

*Please put (√) wherever applicable.



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

shareholder

Signature of

Signature of first proxy holder
proxy holder

Signature of second proxy holder

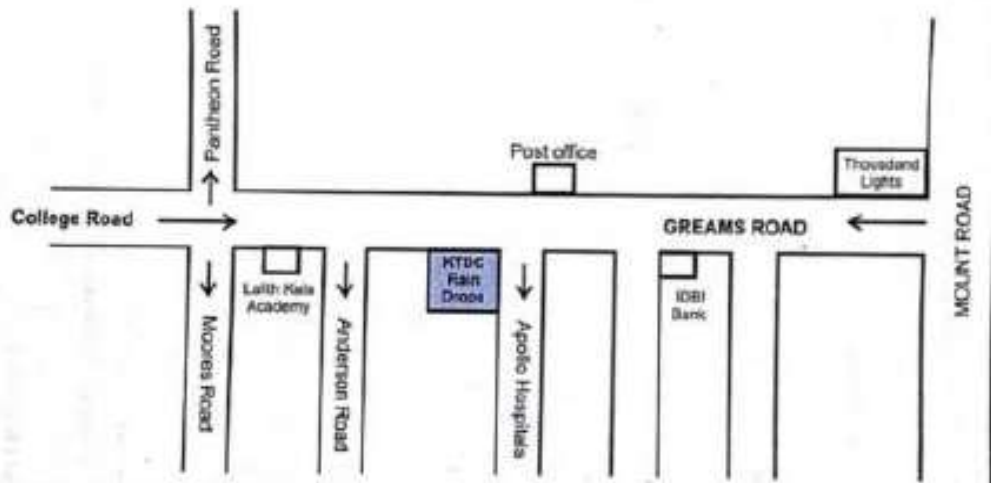
Signature of third

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.

ROUTE MAP

Route Map for the Venue of Meeting of AGM of Accel Limited to be held on Wednesday, the 9th Day of December 2020 at 10.30 am



ACCEL LIMITED

CIN: L30007TN1986PLC100219 III Floor, SFI COMPLEX

178 Valluvar Kottam High Road Nungambakkam, Chennai – 600 034

Telephone: 044-28222262

mail: companysecretary@accel-india.com

www.accel-india.com