

ACCEL LIMITED

(Formerly known as Accel Transmatic Limited)



AL/CS/BSE/025/2018-19

February 26, 2019

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

Dear Sir / Madam,

Sub: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure) Requirements, 2015 for the Postal Ballot Notice seeking the consent of the Shareholders of the Company.

Re: SCRIIP Code: 517494

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot Notice sent to the Shareholders of the Company, seeking their consent for the items set out in the notice of the Postal Ballot.

Please arrange to take the same on record.

Thanking you,

Yours faithfully,
For Accel Limited

Priyam Agrawal
Company Secretary

Head. Off / Corp. Off : 3rd Floor, SFI Complex, 178, Valluvarkottam High Road, Nungambakkam, Chennai - 600 034. Phone : 044 - 28222262, 041 - 48652262

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

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

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

CIN : L30007TN1986PLC100219



ACCEL LIMITED

(formerly known as Accel Transmatic Limited)

CIN: L30007TN1986PLC100219

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

POSTAL BALLOT NOTICE

To,

Equity Shareholders / Members of Accel Limited

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act), Rule 22 of the Companies (Management and Administration) Rules 2014, applicable provisions of the Act, Rules and Standards framed there under or modification or re-enactment thereof for the time being in force and applicable statutory provisions that the Company seeks approval of its members for the below mentioned resolution by way of Postal Ballot which includes voting by electronic means.

Resolution and explanatory statement under Section 102 of the Act setting out the material facts, relevant detail and reason for the resolutions are appended herewith for your consideration. A postal ballot form and self-addressed postage prepaid envelope is also attached herewith, to facilitate casting votes for assent or dissent of members to the said resolutions.

Please read carefully the instructions mentioned in this Notice and request you to convey your assent or dissent by returning the postal ballot form duly signed and filled in all respects in the enclosed self-addressed prepaid envelope, so as to reach the Scrutinizer at address mentioned thereon, on or before 28th March, 2019. Please note that any postal ballot form received after the said date shall be treated as if such reply / postal ballot has not been received.

The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of postal ballots and e-Voting. The Chairman of the Company will announce the results of the postal ballot not later than 30th March, 2019 at the Registered Office of the Company. The said results will also be declared by displaying in the Company's website www.accel-india.com. The Result will also be informed to the BSE Limited.

Date of record/cutoff date prescribed for this purpose is 15th February, 2019 to reckon voting rights of members and paid-up value of equity shares.

E-voting option: The Company is pleased to offer e-voting facility as an alternative, which would enable the members to cast votes electronically / online, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instruction on e-voting given in this Notice.

For any queries/grievances or guidance for voting/e-voting, members may contact

Ms. Priyam Agrawal

Company Secretary and Compliance Officer

companysecretary@accel-india.com

Items of Business requiring the consent of the Shareholders through Postal Ballot:

1. To provide loans and advances, guarantees, securities to various parties under Section 185 of the Companies Act, 2013.

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

SPECIAL RESOLUTION

"RESOLVED THAT, pursuant to the provision of sections 185 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alteration and modification, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the board of directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company to advance any loan, including any loan represented by a book debt to, or to give any guarantee or provide any security in connection with any loan upto an overall limit not exceeding Rs.12 Crores (Rupees Twelve crore only) at any time together with the existing loans under Section 185 to various bodies corporate including its subsidiary companies, in whom any director is/may be interested in future, in terms of the provisions of Section 185 of the Companies Act, 2013, for using the same for its/their principal business activities;

RESOLVED FURTHER THAT Mr. N.R.Panicker, Managing Director of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that

may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolutions."

2. To grant approval to make investment under section 186 in Subsidiaries and Associate Companies.

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

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for making investment(s) specified under section 186 of Companies Act, 2013 from time to time for an amount not exceeding Rs.5 crore (Rupees Five crore only) in Subsidiaries and Associate Companies of Accel Limited, even though such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided is not in excess of the limits prescribed under section 186(3), of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorize Mr. N.R.Panicker, Managing Director of the Company to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

By Order of the Board of Directors

For Accel Limited

Sd/-

Priyam Agrawal

Company Secretary

Place: Chennai

Date: 12.02.2019

Notes:

- 1) The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013, is appended herein below.
- 2) The Board of Directors by a meeting held on February 12, 2019, appointed Mr. Soy Joseph, J.M & Associates, Practicing Company Secretary, having Membership No. A13852 CP No. 5612, to act as the scrutinizer, for conducting the postal ballot (Including e-Voting) process in a fair and transparent manner.
- 3) The Notice is being sent to all the members, whose names appear in the Register of Members/ List of Beneficial Owners, received from the Registrar and Transfer Agents (RTA) as on 15th February, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.
- 4) A copy of this notice has been placed on the website of the company www.acceltransmatic.com/ www.accel-india.com and shall remain on the website until the last date for receipt of postal ballots from the shareholders.
- 5) The Postal Ballot Form for voting by shareholders is enclosed.
- 6) Resolution passed by Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
- 7) A member desiring to exercise vote in favor / assent (FOR) or vote against / dissent (AGAINST), shall put 'Tick Mark' in appropriate column in the Postal Ballot form, duly sign and complete the Postal Ballot Form and return it in the enclosed self-addressed prepaid envelope, so as to reach to the Scrutinizer on or before 28th March, 2019.
- 8) All Postal Ballot Forms received after said date will be strictly treated as if the reply from such shareholder has not been received. The self-addressed pre-paid postage envelope attached to this Notice bears the address to which duly completed Postal Ballot Form is to be sent by post. Postage will be borne and paid by the Company. Envelopes containing postal ballots, if sent by courier or registered post at the expenses of member will also be accepted. The envelope may also be deposited personally at the address given thereon.
- 9) Members who have received Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to companysecretary@accel-india.com. Company shall forward the same along with postage prepaid self-addressed Business Reply envelope to the Member.
- 10) A member cannot exercise his/ her vote by proxy on postal ballot.
- 11) Voting shall be reckoned on the paid-up value of shares registered in the names of Members as on 15th February, 2019.
- 12) Members can opt for only one mode of voting, i.e. either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 13) Members are requested to exercise voting right by using the Postal Ballot Form provided by the Company. No other form or photocopy of the form is permitted.
- 14) The Postal Ballot Form should be completed and signed by the sole/first named shareholder. In the absence of first named shareholder in a joint holding, the Form may be completed and signed by next named shareholder. The signature on the Ballot Form should be as per specimen signature registered with the Company or Depository.

- 15)** Where the postal ballot has been signed by an authorized representative of body corporate, companies, trusts, societies etc, the duly completed Postal Ballot Form should be accompanied by an original or certified copy of board resolution or proper authority, in respect to voting.
- 16)** A member may sign the form through an Attorney appointed for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
- 17)** Only members entitled to vote are is entitled to fill-up, sign and return the Postal Ballot Form. Any recipient of the Notice who has no voting rights should treat the Notice as intimation / information purpose only.
- 18)** Members are requested not to send any other papers along with the Postal Ballot Form.
- 19)** Postal Ballot Forms which are incomplete, unsigned, incorrectly filled, materially defaced, not in accordance with the Instructions and not in compliance with the Act, Rules and Secretarial Standards will be liable to reject by the Scrutinizer. Votes would be considered invalid on such grounds which in opinion of the Scrutinizer makes the votes invalid.
- 20)** Upon completion of the scrutiny of the postal ballot notes, the result of the voting by postal ballot will be announced by the Chairman by 30th March, 2019 at the registered office of the Company and by placing it along with the Scrutinizer's Report on the Company website at www.acceltransmatic.com/ www.accel-india.com and will also be communicated to the Bombay Stock Exchange. The decision of the Scrutinizer on the validity of the Postal Ballot shall be final and binding.
- 21)** In accordance with the Rule 22(3) of Companies (Management and Administration) Rules, 2014, a newspaper advertisement shall be published in at least one English language and one vernacular language newspaper.

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 through Postal Ballot 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 will be provided by National Securities Depository Limited (NSDL).
- b)** The e-voting period commences on 27th February, 2019 (9.00A.M IST) and ends on 28th March, 2019 (5.00P.M IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 15th February, 2019 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.
- c)** The process and manner for remote e-voting are as under:
- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - a. Open email and open PDF file viz; "remote e- voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on Shareholder - Login
 - d. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Accel Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to soy@saspartners.com with a copy marked to evoting@nsdl.co.in.
 - m. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B)** In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]

- a. Initial password is provided along with the notice 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.
- d) 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.
- e) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 15th February, 2019. 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.

For Accel Limited

Sd/-

Priyam Agrawal

Company Secretary

Place: Chennai

Date: 12.02.2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1

As per the provision of the Section 185 of the Companies Act, 2013, the Board of Directors of the Company can give any loan or give guarantee or provide any security to the Company and / or Body Corporate in which Director of our Company is Director and / or Member, subject to consent of Members.

Your company is an investment holding company which has subsidiaries and associate companies pursuing diversified business. Being the holding company it has become necessary to support them for their business expansion/operations.

Your company proposes to advance loans, including any loan represented by a book debt to, or to give guarantees or provide securities in connection with any loan upto an overall limit not exceeding Rs. 12 Crores crore (Rupees Twelve crore only) at any time together with the existing loans to which Section 185 may be applicable, to various bodies corporate including its subsidiary companies, for using the same for their principal business activities.

The Board of Directors recommends the resolution for the approval of the members as a Special Resolution.

The Board of Directors of the Company does and hereby confirms that except Mr. N.R.Panicker, Dr. C.N. Ramchand and Ms. Shruthi Panicker, none of the other Directors of the Company are interested in the aforesaid resolution.

ITEM NO 2

Section 186 of the Companies Act 2013 (the Act) pertaining to loan and investment by a Company, inter alia, requires that no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more, except with previous approval of members by a Special resolution.

In this regard, the Board of Directors of the Company proposes to invest from time to time, in M/s Accel Tele.Net Ltd, Subsidiary Company and M/s Cetronics Technologies Private Limited, Associate Company of M/s Accel Limited, by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures or any other financial instruments, of an amount not exceeding Rs. 5 Crores (Rupees Five Crores only).

Even though the Company is well within the limits as specified in the Section 186, as a good corporate governance practice, the Board of Directors recommends the resolution for the approval of the members as a Special Resolution.

The Board of Directors of the Company does and hereby confirms that except Mr. N.R.Panicker and Ms. Shruthi Panicker, none of the other Directors of the Company are interested in the aforesaid resolution.

By Order of the Board of Directors

For Accel Limited

Sd/-

Priyam Agrawal

Company Secretary

Place: Chennai

Date: 12.02.2019

Form No. MGT-12

[Pursuant to Section 109(5) of the Companies Act, 2013 and
Rule 21(1)(c) of the Companies (Management And Administration) Rules,2014]

Name of company	ACCEL LIMITED (Formerly known as Accel Transmatic Limited)
CIN	L30007TN1986PLC100219
Registered Office	3RD FLOOR, SFI COMPLEX, 178, VALLUVARKOTTAM HIGH ROAD, NUNGAMBAKKAM CHENNAI TAMIL NADU 600034 INDIA
Website	www.acceltransmatic.com / www.accel-india.com
Phone	044-2822 2262

POSTAL BALLOT PAPER

Sl. No.	Particulars	Details
1	Name of the First Named Shareholder (In Block Letters)	
2	Registered address of the sole/ first named Shareholder	
3	Registered Folio No. (*applicable to investors holding shares in physical form)	
4	DP ID No. and Client ID No. (*applicable to investors holding shares in dematerialized form)	
5	Number of Equity Shares held	

I/ We hereby exercise my vote in respect of Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of Shares held by me	For (I/ We assent to the resolution)	Against (I/ We dissent to the resolution)
1	To provide loans and advances, guarantees, securities to various parties under Section 185 of the Companies Act, 2013.			
2	To grant approval to make investment under section 186 in subsidiaries and associate companies.			

Date :

Signature of Shareholder/
Authorized Representative/
Power of Attorney Holder

Place :

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NO.)	USER ID	PASSWORD



ACCEL LIMITED

(Formerly known as Accel Transmatic Limited)

CIN:L30007TN1986PLC100219)

Regd. Office: 3rd Floor, SFI Complex, 178, Valluvarkottam High Road
Nungambakkam, Chennai 600 034

Phone: 044-28222262; Email: companysecretary@accel-india.com

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

18th February 2018

Dear Member(s),

Sub: Intimation of Transfer of Securities only in Demat Form

The Securities and Exchange Board of India ('SEBI') vide its notification dated June 8, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent notifications, mandates that transfer of securities with effect from April 1, 2019 would be in dematerialized form only. As per the records maintained with the Company's Registrar & Share Transfer Agents, Integrated Registry Management Services Private Limited ('Integrated'), we note that your holding in the Company is in physical form. Accordingly, we urge you to take necessary steps with your Depository Participant(s) to dematerialize your shares held in the Company. Please note that as per the above SEBI Notifications, with effect from April 1, 2019, the Company/ Integrated will be obliged to reject any request for transfer of your shares. However, requests for transmission or transposition and dematerialization shall continue to be considered.

In case of any queries in this regard, you may also contact our Registrar & Share Transfer Agents at:

Company's Share Transfer Agent

M/s. Integrated Registry Management Services Pvt. Ltd (Previously Integrated India Limited)

2nd Floor, KENCES Towers

No.1 Ramakrishna Street,

North Usman Road, T. Nagar

Chennai 600 017

Tel: 044-2814801 – 803

Email: srirams@integratedindia.in

Note: Please ignore this request, if you already hold the shares in dematerialized form.

Thanking you,

Your faithfully,

Accel Limited

Sd/-

Priyam Agarwal

Company Secretary