

30th September, 2023

AL/CS/BSE/055/2023-24

The Manager (Corporate Compliances)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001.

Dear Sir/Madam,

SUB: DETAILS REGARDING VOTING RESULTS OF ANNUAL GENERAL MEETING AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

REF: SCRIP CODE: 517494

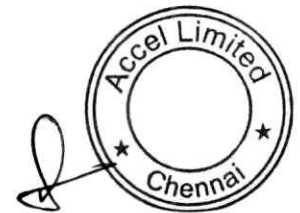
With reference to the Company's letter AL/CS/BSE/043/2023-24 dated September 04th, 2023 regarding notice of the 37th Annual General Meeting ("AGM") of the Company, we wish to inform that in Compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") the Company has sought the Members approval by way of Ordinary /Special resolution through remote E-voting and E-Voting at the AGM for the resolutions as mentioned in the Notice

In this regard, please find enclosed the following:

1. Voting Results of 37th Annual General Meeting of the Company held on Thursday, September 28, 2023 at 15.00 Hrs. (IST) through Video Conferencing/Other Audiovisual Means (VC/OAVM).

Annexure A

2. Scrutinizer's Report on remote e-voting and e-voting at AGM dated September 29, 2023 issued by Mr. Sony George Mathew, Practicing Company Secretary as per Section 108 and 110 of the Companies Act 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 – **Annexure B**



This is for your information and record.

Thanking you,

Yours faithfully,
For **Accel Limited**

A handwritten signature in black ink, appearing to read "Gupta", written over a horizontal line.

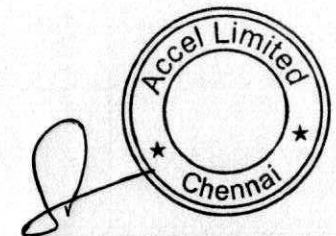
SURAJ PRAKASH GUPTA
Company Secretary and Compliance Officer



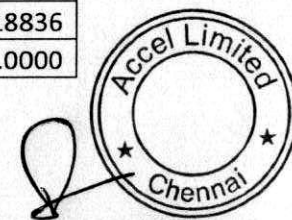
Encl: As above

Voting Results – Annual General Meeting

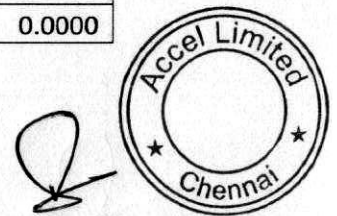
Name of the Company	ACCEL LIMITED
Date of the Annual General Meeting	Thursday, 28 th September, 2023
Total number of shareholders on record date	13,264
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter	0
Public	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter	4
Public	32



Accel Limited								
Resolution required:	Ordinary Resolution							
Resolution 1	To receive, consider and adopt: a) the audited standalone financial statements of the Company for the year ended 31 st March 2023, together with the Directors' and Auditors' Reports thereon; and b) the audited consolidated financial statements of the Company for the year ended 31 st March 2023, together with the Directors' and Auditors' Reports thereon.							
Category	Mode of Voting	No. Of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	Remote E-Voting	4,12,35,661	41235661	100	41235661	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		41235661	100	41235661	0	100	0
Public- Institutions	Remote E-Voting	8488	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		NA					
	Total		0	0	0	0	0	0
Public- Non Institutions	Remote E-Voting	16328252	4775778	29.25	4775769	9	99.99981155	0.00018845
	E-voting at AGM		2252	0.014	2252	0	100	0
	Postal Ballot (if applicable)		NA					
	Total		4778030	29.2623485	4778021	9	99.99981164	0.00018836
Total		57572401	46013691	79.92	46013682	9	100.0000	0.0000



Resolution required:	Ordinary Resolution							
Resolution 2	To declare dividend on the equity share capital of the Company for the financial year 2022-23							
Category	Mode of Voting	No. Of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4,12,35,661	41235661	100	41235661	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		41235661	100	41235661	0	100	0
Public-Institutions	Remote E-Voting	8488	0	0	0	0	0	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		0	0	0	0	0	0
Public- Non Institutions	Remote E-Voting	16328252	4775778	29.25	4775769	9	99.99981155	0.00018845
	E-voting at AGM		2252	0.014	2252	0	100	0
	Postal Ballot (if applicable)		NA					
	Total		4778030	29.2623485	4778021	9	99.99981164	0.00018836
Total		57572401	46013691	79.92	46013682	9	100.0000	0.0000

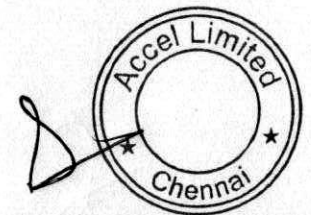


Resolution required:	Ordinary Resolution							
Resolution 3	To appoint a Director in place of Ms. Shruthi Panicker (DIN: 07148631), who retires from office by rotation, and being eligible offers herself for reappointment.							
Category	Mode of Voting	No. Of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4,12,35,661	41235661	100	41235661	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		41235661	100	41235661	0	100	0
Public-Institutions	Remote E-Voting	8488	0	0	0	0	0	0
	E-voting at AGM		0	0.00	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		0	0	0	0	0	0
Public- Non Institutions	Remote E-Voting	16328252	4775778	29.25	4775729	49	99.99897399	0.00102601
	E-voting at AGM		2252	0.014	2252	0	100	0
	Postal Ballot (if applicable)		NA					
	Total		4778030	29.2623485	4777981	49	99.99897447	0.00102553
Total		57572401	46013691	79.92	46013642	49	100.000	0.000

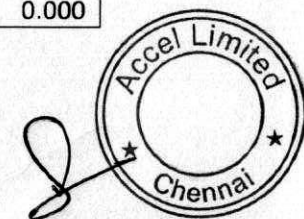
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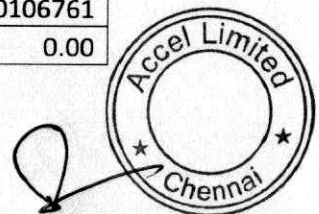
Resolution required:	Special Resolution							
Resolution 4	Alteration of Object Clause in the Memorandum of Association of the Company							
Category	Mode of Voting	No. Of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4,12,35,661	41235661	100	41235661	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		41235661	100	41235661	0	100	0
Public-Institutions	Remote E-Voting	8488	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		NA					
	Total		0	0	0	0	0	0
Public- Non Institutions	Remote E-Voting	16328252	4775778	29.25	4775769	9	99.99981155	0.00018845
	E-voting at AGM		2252	0.014	2252	0	100	0
	Postal Ballot (if applicable)		NA					
	Total		4778030	29.2623485	4778021	9	99.99981164	0.00018836
Total		57572401	46013691	79.92	46013682	9	100.000	0.000



Resolution required:	Special Resolution							
Resolution 5	To approve the alteration in terms and conditions of remuneration of Mr. N. R. Panicker, Chairman and Managing Director of the Company:							
Category	Mode of Voting	No. Of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4,12,35,661	41235661	100	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		41235661	100	0	0	0	0
Public-Institutions	Remote E-Voting	8488	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		0	0	0	0	0	0
Public- Non Institutions	Remote E-Voting	16328252	4774778	29.24	0	0	0	0
	E-voting at AGM		2252	0.014	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		4777030	29.2562241	0	0	0	0
Total		57572401	46012691	79.92	0	0	0.000	0.000



Resolution required:	Special Resolution							
Resolution 6	To approve the alteration in terms and conditions of remuneration of Mr. S. V. Rao, Executive Director of the Company:							
Category	Mode of Voting	No. Of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	4,12,35,661	41235661	100	41235661	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA					
	Total		41235661	100	41235661	0	100	0
Public- Institutions	Remote E-Voting	8488	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	
	Postal Ballot (if applicable)		NA					
	Total		0	0	0	0	0	0
Public- Non Institutions	Remote E-Voting	16328252	4774778	29.24	4526002	51	94.78978918	0.00106811
	E-voting at AGM		2252	0.014	2252	0	100	0
	Postal Ballot (if applicable)		NA					
	Total		4777030	29.2562241	4528254	51	94.79224539	0.00106761
Total		57572401	46012691	79.92	45763915	51	99.46	0.00





REPORT OF SCRUTINIZER

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

SUB: Annual General Meeting of M/s. Accel Limited held on Thursday, 28th September, 2023 at 03.00 P.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Sony Geroge Mathew of M/s. JM & Associates, Practicing Company Secretaries, Chennai, had been appointed as the Scrutinizer by the Board of Directors of M/s. Accel Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and electronic voting during the Thirty Seventh Annual General Meeting (AGM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations) as amended by the "MCA & SEBI Circulars" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. In respect of the below mentioned resolutions proposed at the AGM of the Equity Shareholders of the Company held on Thursday, 28th September, 2023 at 03:00 P.M through VC/OAVM, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL)





3. In accordance with the Notice of the 37th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on 06th September, 2023 the remote e-voting opened at 9:00 AM on 25th September, 2023 and remained open up to 5:00 PM on 27th September, 2023.
4. After Chairman announced that e-voting is open for those members who have not cast their vote through remote e-voting, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.
5. The Equity Shareholders holding shares as on 21st September, 2023, "cut-off date", were entitled to vote on the resolutions stated in the AGM Notice of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

(a) Resolution 1–Ordinary Resolution

To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the year ended 31st March 2023, together with the Board of Directors' and Auditors' Reports thereon; and





b) the audited consolidated financial statements of the Company for the year ended 31st March 2023, together with the Board of Directors' and Auditors' Reports thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
67	46013682	99.99998

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
4	9	0.00002

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) Resolution 2—Ordinary Resolution

To declare dividend on the equity share capital of the Company for the financial year 2022-23

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
67	46013682	99.99998





(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
4	9	0.00002

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Resolution 3—Ordinary Resolution

To appoint a Director in place of Ms. Shruthi Panicker (DIN: 07148631), who retires from office by rotation, and being eligible offers herself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
66	46013642	99.9998

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
5	49	0.0001





(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) Resolution 4–Special Resolution

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

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
67	46013682	99.99998

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
4	9	0.00002

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(e) Resolution 5– Special Resolution

To approve the alteration in terms and conditions of remuneration of Mr. N. R. Panicker, Chairman and Managing Director of the Company:





(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
70	46012691

(f) Resolution 6–Special Resolution

To approve the alteration in terms and conditions of remuneration of Mr. S. V. Rao, Executive Director of the Company:

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
63	45763915	99.46





(ii) Voted **against** the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
6	51	0.0001

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	248725

All relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the 37th Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Company for safe keeping.

Thanking you,
Yours faithfully,



SONY GEORGE MATHEW

JM & Associates

Practicing Company Secretaries

M.No.: A19075

COP : 7685

UDIN: **A019075E001120461**

Peer Review No : 1100/2021

Place: Chennai

Date: 29th September, 2023