

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ACCEL TRANSMATIC LIMITED HELD ON MONDAY, THE 29TH SEPTEMBER 2014 AT KUMAGAI AUDITORIUM, ABK-AOTS DOSAKAI, 3RD FLOOR, CHATEAU D' AMPA, 37 NELSON MANICKAM ROAD, AMINJIKARAI, CHENNAI 600 029 AT 11.30 AM.

Directors Present:

Mr. Mohan Rao	Director
Mr. N. Gopalakrishnan Nair	Director
Mr. C.K. Kerala Varma	Director
Mr. K.R. Chandrasekaran	Director

In Attendance

Mr. S.T. Prabhu - Company Secretary

Representation

Accel Limited, ("AL") the Promoter company holds 56,30,000 Equity shares of Rs.10/- each representing 51.01% of the total voting power. AL was represented by Mr. S.T. Prabhu.

Members

32 members in person and 9 members through proxies duly appointed were present at the time of commencement of meeting.

Auditors

Mr. P.R. Prasanna Varma of M/s. Varma & Varma, Chartered Accountants attended the meeting.

Mr. R. Kannan, Practising Company Secretary, Scrutinizer also attended the meeting.

Company Secretary informed the shareholders that due to unavoidable reasons, the Chairman Mr. N.R. Panicker was not able to be present and chair the meeting and accordingly, the shareholders has to choose one of the Directors to chair the meeting as per Article 79(2) of the Company. Requested the shareholders to propose and second one of the Directors to chair the Meeting.



Mr. Srinivasa Rajan proposed Mr. K.R. Chandrasekaran 's name and Mr. Maqbool Hassan seconded the proposal.

The Company Secretary requested Mr. K.R. Chandrasekaran to preside over the meeting and requested other directors also to come to the dias.

Mr. K.R. Chandrasekaran, the Chairman of the Meeting welcomed the members and introduced the directors on dias and the auditors. He said the requisite quorum was present and called the meeting to order.

With the consent of the members present, the Notice convening the 28th Annual General Meeting (AGM) was taken as read.

Mr. K.R. Chandrasekaran then delivered his speech and shared with the members the performance of the company during the year 2013-2014 and the Company's future plans.

Mr. K.R. Chandrasekaran then requested the Company Secretary to read the operational part of the Auditors report and the Annexure to the Auditors report was taken as read.

Mr. K.R. Chandrasekaran then asked the members to come forward with their queries if any on the financial statements and Annual Report .

Having received no queries, Mr. K.R. Chandrasekaran proceeded to consider the Agenda items.

Mr. K.R. Chandrasekaran informed the members that as per the provisions of the Companies Act, 2013 ("the Act"), show of hands was not permissible at the meeting.

Mr. K.R. Chandrasekaran also stated that in compliance with Section 108 of the Act, and clause 35B of the Listing Agreement, the Company had provided e-voting facility through Central Depository Services Limited (CDSL) to enable members to participate electronically on all the resolutions as set out in the AGM notice. He stated that as scheduled the e-voting period commenced on Monday, 22nd September 2014 (9.00 AM IST) and ended on Wednesday, 24th September 2014 (6.00 PM IST).

Mr. K.R. Chandrasekaran informed that Mr. R. Kannan, Practising Company Secretary, Chennai was appointed as Scrutinizer for the said process and to conduct the voting in a fair and transparent manner.

Mr. K.R. Chandrasekaran informed the members that the Ballots have been kept on the desk of the Scrutinizer and the members (who has not participated in evoting) can proceed to fill the Ballots and exercise their votes on the resolutions.

All the members used the ballots provided and exercised their voting and ballots were deposited in the Ballot box kept with the Scrutinizer.



Mr. K.R. Chandrasekaran advised the members that the results of the poll – both evoting as well as ballots will be announced within 48 hours and will be sent to the Stock Exchanges and also will be uploaded in the company 's website once the report is obtained from the Scrutinizer.

Having received the Scrutinizer 's Report, the results on evoting and ballot are as follows :

(a) Resolution No.1 – Ordinary Resolution

Adoption of Financial statements for the year ended 31st March 2014 and the Directors report and Auditors report thereon

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
43	74,49,561	100

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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

(b) Resolution No.2 – Ordinary Resolution

Re-appointment of Mr. A. Mohan Rao (DIN No. 00038214) a Director liable to retire by rotation, who does not seek re-election, is not re-appointed a Director of the Company.



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(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
43	74,49,561	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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

(c) Resolution No.3 – Ordinary Resolution

Re-appointment of Mr. N.R. Panicker (DIN No. 00236198) a Director liable to retire by rotation.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
42	18,19,561	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL



(iii) Invalid Votes

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

(d) Resolution No.4 - Ordinary Resolution

Re-appointment of Mr. N. Gopalakrishnan Nair (DIN 02420937) as a Director who was appointed as Additional Director with effect from 14.11.2013.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
43	74,49,561	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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

(e) Resolution No.5 - Ordinary Resolution

Re-appointment of Mr. K.R. Chandrasekaran (DIN 00212855) as a Director who was appointed as Additional Director with effect from 21.02.2014.



(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
39	17,47,840	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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

(f) Resolution No. 6 – Ordinary Resolution

Re-appointment of Mr. K.R.Chandrasekaran (DIN: 00212855) as a Executive Director cum Chief Financial Officer.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
39	17,47,840	100%



(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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

(g) Resolution No. 7 – Ordinary Resolution

Re-appointment of Mr. C.K. Kerala Varma, (DIN 06949901), as a Director who was appointed as Additional Director with effect from 14.08.2014.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
43	74,49,561	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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



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(h) Resolution No. 8 - Ordinary Resolution

Re-appointment of M/s. Varma & Varma, Chartered Accountants as Auditors.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
43	74,49,561	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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

(i) Resolution No. 9 - Special Resolution

Adoption of New Articles of Association of the Company.

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(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
43	74,49,561	100%



(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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

(j) Resolution No. 10 – Special Resolution

Alteration of Authorised Capital of the Company.

(i) Voted in favour of the Resolution

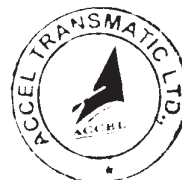
Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
43	74,49,561	100%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
NIL	NIL	NIL

(iii) Invalid Votes

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



(k) Resolution No. 11 – Special Resolution

Issue of Preference shares.

(i) Voted in favour of the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in favour of the Resolution	% of total number of valid votes casted
41	68,23,475	99.99%

(ii) Voted against the Resolution

Number of members voting through e-voting system and through physical mode	Number of votes casted in against the Resolution	% of total number of valid votes casted
1	1	0.01%

(iii) Invalid Votes

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

The above resolutions for the ordinary /special businesses as set out in Item no. 1 to 11 in the Notice of the 28th AGM of the Company have been duly passed unanimously/ with requisite majority as detailed above.

Mr. K.R. Chandrasekaran then declared the 28th AGM of the Company as concluded and requested Mr. C.K. Kerala Varma, Director to deliver the vote of thanks.

Place: Chennai
Date: 29.09.2014




CHAIRMAN