

Annexure to Form A dated 18-01-2016

M/s. Varma & Varma, Chartered Accountants, Chennai, auditors of the Company have emphasized in their report the following.

Quote:

Emphasis of Matter

- I. We draw attention to Note No.9.7 As stated therein, the management expects the value in use, based on estimated future cash flows, for the Intellectual Property rights amounting to Rs. 5,49,76,881/- carried in the books as Intangible Asset to be not less than its carrying amount . Hence, no adjustment for impairment is made in the books of account. The pattern/quantum of the cash flows would, however, depend upon crystallization of enquiries received by the company.
- II. Also, as stated in Note No.4.1, the Company has suffered cash loss from its operations during the year. The Net Worth of the Company has been fully eroded as at the Balance Sheet date. The Current Liabilities as at the year end exceeds the Current Assets by Rs.1,46,71,391/- . This, read with the matters stated in para (i) above, raises serious doubt about the ability of the Company to continue as a going concern.
- III. Attention is invited to Note No.21.8. As stated therein, the proposal of merger of the holding Company with the Company we.f. 1st April, 2014(Appointed Date) is pending before the Stock Exchange, and hence no adjustments have been made in the Accounts towards the same.

Our opinion is not qualified in the above matters.

Unquote:


The Board of Directors would like to clarify as below regarding "emphasis matter" expressed by the auditors in their report annexed along with this Annual Report.

1. The Company continued to incur losses during the period under review, due to various reasons like lack of viable service orders, interest cost on the borrowings made for investments in fixed assets and delays in monetizing the assets due to market slow down for animated content. The management is confident of sustaining the operations and recovering the investments made in the business.
2. The promoters have lent funds to sustain the operations during the years, the Company incurred losses. These amount have been shown under current liabilities and hence the mismatch between current assets and current liabilities. The holding company has already converted Rs.5 Cr out of these funds into cumulative preference shares to strengthen the equity base of the company and also to improve the current ratio.


Further, the promoters have proposed to merge the holding company M/s. Accel Limited with the company under a scheme of arrangement of amalgamation.

3. The company is taking adequate steps to liquidate certain real estate assets owned by the company to reduce the bank liabilities.


A. R. P.


S. S.


R. R. R.


C. I. C. V.

4. The management is committed to grow the media business and also venture into new business and is confident of carrying on the business as a going concern basis and would bring in necessary support to the extent possible as and when required.
5. The company had availed an asset backed loan for Rs.7.67 crores from a bank which is payable of a period 83 month and hence long term is nature. The long term assets were acquired / developed out of funds infused by the promoter companies.

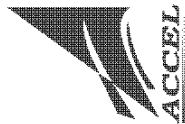
The management is confident that it will be able to realize the intangible assets and with the support of the holding company and also as explained in the notes to accounts and also explained above, will continue to operate as a going concern.


PNB


SG


PRR


C I C V



2014 2015

Annual Report

ACCEL TRANSMATIC LIMITED

ACCEL TRANSMATIC LIMITED

CIN : L30007TN1986PLC100219

Registered Office

III floor, 75, Nelson Manickam Road,
Anninjikarai, Chennai - 600 029

Telephone: 044-49252308 / Fax 044-23741271

E-Mail: shoba@transmaticsystems.com

www.acceltransmatic.com

ACCEL TRANSMATIC 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 management's 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 realised. 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	STATUTORY AUDITORS
Mr. N.R Panicker Chairman Mr. K.R Chandrasekaran Whole time Director & CFO Mr. N.Gopalakrishnan Nair Independent Director Mr. C.K. Kerala Varma Independent Director Ms. Shruthi Panicker Director	M/s. Varma & Varma 106, "Sreela Terrace" First Main Road, Gandhi Nagar Adayar, Chennai 600020 INTERNAL AUDITORS M/s. Vijayakumar&Easwaran Sasthamangalam Trivandrum 695 010 PRINCIPAL BANKERS M/s. State Bank of India, M/s. The Federal Bank Ltd
BOARD COMMITTEES: AUDIT COMMITTEE Mr. C.K. Kerala Varma Mr. N.R. Panicker Mr. N. Gopalakrishnan Nair NOMINATION & REMUNERATION COMMITTEE Mr. N. Gopalakrishnan Nair Mr. N.R. Panicker Mr. C.K. Kerala Varma STAKEHOLDERS RELATIONSHIP COMMITTEE Mr. K.R.Chandrasekaran Mr. N.R.Panicker Mr. C.K. Kerala Varma COMPANY SECRETARY Ms. Shoba Giridharan LEGAL ADVISORS M/s. Ramasubramaniam& Associates 6/1 Bishop Wallers Avenue (West) Mylapore, Chennai 600004 SECRETARIAL AUDITOR Mr. S.T. Prabhu Practising Company Secretary	REGISTERED / CORPORATE OFFICE Accel House, 3rd Floor, No.75 Nelson Manickam Road Aminjikarai, Chennai 600 029 REGISTRARS & SHARE TRANSFER AGENTS M/s. Integrated Enterprises (India) Ltd KENCES Towers, 2nd Floor, No.1 Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017 STOCK EXCHANGE WHERE COMPANY'S SHARES ARE LISTED BSE Limited, 25th Floor, P.J.Towers, Dalal Street, Chennai 400001 ANIMATION DIVISION 1) No.55, 1st Floor, Murugesu Naicker Office Complex, Greaves Road, Thousand Lights, Chennai 600006. 2) DRISHYA Building, Animation SEZ, KINFRA Film & Video Park Kazhakuttam, Trivandrum 695585 ENGINEERING DIVISION: Shed No.34, SIDCO Electronics Complex, Guindy, Chennai 600032 COMPANY IDENTIFICATION NUMBER: L30007TN1986PLC100219



NOTICE TO MEMBERS

To

THE MEMBERS OF ACCELTRANSMATIC LIMITED

NOTICE is hereby given that the Twenty-ninth Annual General Meeting of the members of AccelTransmatic Limited will be held on Wednesday, the 3rd day of February 2016 at "KUMUGAI AUDITORIUM, ABK-AOTS DOSOKAI, 3rd Floor, Chateau D' Ampa, 37, Nelson Manickam Road, Aminjikarai, Chennai 600 029 at 11 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at 31 March, 2015 including audited Balance Sheet as at 31 March, 2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. N.Gopalakrishnan Nair, who retires by rotation and, being eligible, offers himself for re-appointment.
3. Re-Appointment of Statutory Auditors

"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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Varma & Varma, Chartered Accountants, Chennai, bearing (ICAI Registration No. 4532S), be and are hereby re-appointed as Statutory Auditors of the Company (being second year in the block of five years ending 2019) to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2019 (subject to ratification of the appointment every subsequent Annual General Meeting) at such remuneration and out of pocket expenses, as may be decided by the Audit Committee of the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

APPOINTMENT OF SMT. SHRUTHI PANICKER AS A WOMAN DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) ("the Act") read with Schedule IV of the Act, Smt. Shruthi Panicker (holding DIN 07148631) who was appointed by the Board of Directors as an Additional Director of the company with effect from 31st March 2015 and who holds office upto the date of this AGM in terms of section 161 of the Companies Act and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Woman Director on the Board of Directors of the Company to hold office for a term of Three (3) consecutive years, liable to retire by rotation."

By order of the Board

Shoba Giridharan
Company Secretary

Registered Office

Accel House, 3rd Floor

75, Nelson Manickam Road

Chennai 600 029

CIN:L30007TN1986PLC100219

Place: Chennai

Date :13/11/2015



NOTES:

1. The Explanatory Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 in respect of Item No. 3 & Special Business Item No. 4 is annexed hereto.
2. 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 / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Proxies, in order to be effective should be duly stamped, completed, signed and must be sent to the Company so as to receive at its registered office not later than 48 hours before the commencement of the AGM.
5. Corporate members intending to send their authorised 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.
6. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the AGM.
7. 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.
8. The Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote on resolutions at the 29th AGM by electronic means and all the items of the

business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). Instructions for e-voting are given with this Annual Report. Resolutions passed by members through e-voting is deemed to have been passed as if they have been passed at a General Meeting of the members. Members of the Company holding shares either in physical form or in dematerialized form as on the cut off date i.e. 27th January 2016 may cast their votes by electronic means in the AGM.

10. In order to enable its members, who do not have access to e-voting facility in respect of the resolution as set out in the notice, the company shall also arrange for the voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.
11. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. The Notice of 29th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2015 is uploaded on the Company's website www.acceltransmatic.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.

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.
13. 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. 27th January 2016 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
14. 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. 27th January 2016 ("Incremental



- Members") may obtain the User ID and password by either sending an e-mail request to evoting@nsdl.co.in or calling on Toll free No. 1800-222-990.
15. If the member is already registered with NSDL e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
 16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
 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. Pursuant to Section 91 of the Companies Act 2013, the Register of Members and the Share Transfer Register of the Company will remain closed from 27th January 2016 to 2nd February 2016 (both days inclusive).
 19. Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
 20. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the IEPF.
 21. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2006-2007 from time to time on due dates to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of the IEPF fund (Uploading of Information regarding Unpaid and Unclaimed Amounts lying with the Company) rules 2012. The Company has uploaded the details of Unpaid and Unclaimed amounts lying with the Company as on the 29th September 2014 (date of the last Annual General Meeting on the website of the Company and also on the website of the Ministry of Corporate Affairs)
 22. 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.
 23. As required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges, the information (including profile and expertise in specific functional areas) pertaining to Directors recommended for appointment / re-appointment in the AGM is forming part of the Explanatory Statement given below. The Directors have furnished the requisite consent / declarations for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
 24. 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.
 25. 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.
 26. 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.
 27. Instructions for e-voting:
 - I. 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 Clause 35B of the Listing Agreement, 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).
- II. 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.
 - III. 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.
 - IV. The e-voting period commences on 31st January 2016 (9.00 A.M IST) and ends on 2nd February 2016 (5.00 P.M IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 27th January 2016, 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
 - V. 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)] :
 - i. 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.
 - ii. Launch internet browser by typing the following U R L : <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. 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.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "AccelTransmatic Limited".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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 gkrkgram@yahoo.in with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) 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
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - VI. 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.
 - VII. 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.



VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

XI. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 27th January 2016. 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.

X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date, 27th January 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can resent 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.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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 e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. R. Kannan, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. 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.

XVI. 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.acceltransmatic.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

Shoba Giridharan
Company Secretary

Registered Office
Accel House, 3rd Floor
75, Nelson Manickam Road
Chennai 600 029
CIN:L30007TN1986PLC100219

Place: Chennai
Date :13/11/2015

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

M/s. Varma & Varma, Chartered Accountants, Chennai (ICAI Firm's Registration No. 45325), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 29th September 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at item no. 3 of the notice.

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.