



31st Annual Report 2016 - 2017

ACCEL TRANSMATIC LIMITED

CIN :L30007TN1986PLC100219

III Floor, SFI COMPLEX

177 Valluvar Kottam High Road

Nungambakkam, Chennai – 600 034

Telephone: 044-28222262

E-Mail: companysecretary@accel-india.com

www.acceltransmatic.com

ACCEL TRANSMATIC LIMITED

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 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 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.

	Contents	Page No.
1.	Notice to Members	2
2.	Directors' Report	9
3.	Corporate Governance Report	22
4.	Secretarial Audit Report	38
5.	Financial Statements	
5.1	Auditors' Report	40
5.2	Balance Sheet	47
5.3	Statement of Profit & Loss	48
5.4	Cash Flow Statement	49
5.5	Summary of Significant accounting policies and other explanatory information	50



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. N.R. Panicker

Chairman & Managing Director

Dr. C. N. Ramchand

Independent Director

Dr. M. Ayyappan

Independent Director

Ms. Shruthi Panicker

Director

Mr. K.R. Chandrasekaran

Independent Director (upto 30.12.2016)

Mr. N. Gopalakrishnan Nair

Independent Director (upto 30.12.2016)

Mr. C.K. Kerala Varma

Independent Director (upto 30.12.2016)

BOARD COMMITTEES

AUDIT COMMITTEE

Dr. M. Ayyappan

Ms. Shruthi Panicker

Dr. C.N. Ramchand

NOMINATION AND

REMUNERATION COMMITTEE

Dr. C.N. Ramchand

Mr. N.R. Panicker

Dr. M. Ayyappan

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Dr. C.N. Ramchand

Dr. M. Ayyappan

Mr. N.R. Panicker

COMPANY SECRETARY

Ms. Shoba Giridharan (upto 08.02.2017)

Mr. A. Ramanathan (w.e.f. 08.02.2017)

LEGAL ADVISORS

M/s. Ramasubramaniam & Associates

6/1, Bishop Wallers Avenue (West)

Mylapore, Chennai 600 004

SECRETARIAL AUDITOR

R. Kannan,

Practising Company Secretary

Door No.6A, 10th Street New Colony,

Adambakkam, Chennai - 600 088

STATUTORY AUDITORS

M/s. Varma & Varma

106, "Sreela Terrace"

First Main Road, Gandhi Nagar

Adayar, Chennai 600 020

INTERNAL AUDITORS

M/s. Vijayakumar & Easwaran

Chartered Accountants

Sasthamangalam

Trivandrum 695 010

BANKERS

M/s. State Bank of India, Trivandrum

M/s. The Federal Bank Ltd, Chennai

REGISTERED OFFICE

"Accel House" 3rd Floor

No.75 Nelson Manickam Road,

Aminjikarai, Chennai 600 029

CORPORATE OFFICE

"SFI Complex" 3rd Floor,

No.176, Valluvarkottam High Road

Nungambakkam, Chennai 600 034

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Integrated Enterprises (India) 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

ANIMATION DIVISION

1) No.55, 1st Floor, Murugesu Naicker Office Complex, Greams 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

GSTIN : 32AAACT8542K1Z8

Thiruvananthapuram

33AAACT8542K1Z6

Chennai

**NOTICE TO MEMBERS**

To

THE MEMBERS OF ACCEL TRANSMATIC LIMITED

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of Accel Transmatic Limited will be held as under:

Day : Thursday

Date : 28th September

Time : 11.30 A.M.

Venue : "Hotel RainDrops", 169/2, Greaves Road, Chennai - 600 006.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2017 including Audited Balance Sheet as at March 31, 2017 and the statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:

RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To consider and if thought fit, to pass with or without modification as an **Ordinary Resolution**:

RESOLVED THAT Ms. Shruthi Panicker (DIN: 07148631), a Director liable to retire by rotation, and being eligible, offers herself for re-appointment

3. 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 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Vijayakumar & Easwaran, Chartered Accountants (Firm Registration No. 004703S), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s. Varma & Varma. Chartered

Accountants, (Firm Registration No.04532S), to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of Thirty Sixth AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the "Act"), at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By order of the Board
A. Ramanathan
Company Secretary

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

Place: Chennai
Date :25/05/2017


NOTES:

1. The Explanatory Statement pursuant to Section 102(1) and (2) of the Companies Act, 2013 in respect of Item No.3 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 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.
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 31st 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). In order to enable its member, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing Ballot Form along with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given with this Annual Report. Resolutions passed by members through Ballot Forms or 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. 21-09-2017 may cast their votes by electronic means, Ballots enclosed or in the AGM.
10. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
11. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. The Notice of 31st AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2017 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



members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21-09-2017 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. 21-09-2017 ("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 22-09-2017 to 28-09-2017 (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 there under.
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.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling 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 25-09-2017 (9.00A.M IST) and ends on 27-09-2017 (5.00P.M IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 21-09-2017 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 "Accel Transmatic 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 AGM [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).
- IX. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 21-09-2017. 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, 21-09-2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or M/s. Accel Transmatic Limited / M/s. Integrated Enterprises (India) Ltd..
- 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 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.
- 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 (Membership No:6718) 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.
- 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 "remote e-voting" or "Ballot Paper" or "Poling 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
A.Ramanathan
Company Secretary

Registered Office
Accel House, 3rd Floor
75, Nelson Manickam Road
Chennai 600 029
CIN:L30007TN1986PLC100219
Place: Chennai
Date :25/05/2017

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

M/s. Varma & Varma, Chartered Accountants, Chennai were the statutory auditors of the company from the financial year ended 31.03.2005. As on date, they will be retiring in the ensuing Annual General Meeting to consider the accounts for the financial year ended 31.03.2017.

As per the statutory requirements, section 139(2) of Companies Act, an audit firm can continue to be the statutory auditor only for two periods of 5 years each and they shall be completing this term in the AGM.

Hence statutorily, it is required that there is a change in statutory auditors and M/s. Varma & Varma cannot continue to be the statutory auditors of the company

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

By order of the Board

A.Ramanathan
Company Secretary

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

Place: Chennai
Date :25/05/2017



Annexure A

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING
(Pursuant to Clause 49 of the Listing Agreement)**

PARTICULARS	Ms. Shruthi Panicker
Date of Birth	26.05.1987
Date of Appointment	31.03.2015
Qualification	Bachelor in Computer Science. Georgia Institute of Technology, Atlanta, USA PG in Management specializing in Marketing, Strategy and Leadership from Indian School of Business, Hyderabad
Expertise	Associate Software Engineer, Manager – Corporate Planning and Strategies, Global Engagement Manager in reputed Companies.
Chairmanship / Membership of the Committee of other companies in which he is a Director	Member in Audit Committee
Directorship of other Companies (excluding Foreign Companies / Section 8 Companies)	Nil
Chairmanship / Membership of the Committee of other companies in which he is a Director	Nil
No. of shares held in the Company	106,851 shares