



35th ANNUAL REPORT 2020 - 21

ACCEL LIMITED

(Formerly Known as 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

| | |
|--|-----|
| Corporate Information sheet | 1 |
| Notice of Annual General Meeting | 2 |
| Directors' Report | 18 |
| Annexure I: AOC-1 | 24 |
| Annexure II: AOC-2 | 25 |
| Annexure III: Secretarial Audit Report MR-3 | 26 |
| Annexure IV: Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo | 30 |
| Annexure V: Extract of Annual Return MGT-9 | 30 |
| Management Discussion and Analysis | 39 |
| Corporate Governance Report | 41 |
| Financial Statements | |
| Standalone Financial Statements | 53 |
| Consolidated Financial Statements | 112 |



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. N. R. Panicker
Chairman & Managing Director

Dr. M. Ayyappan
Independent Director

Dr. C. N. Ramchand
Independent Director

Mr. K. Nagarajan
Independent Director

Ms. Shruthi Panicker
Director

Mr. B.G. Biju
Nominee Director (KSIDC)

BOARD COMMITTEES

AUDIT COMMITTEE

Dr. M. Ayyappan
Dr. C.N. Ramchand
Mr. K. Nagarajan

NOMINATION AND REMUNERATION COMMITTEE

Mr. K. Nagarajan
Dr. C.N. Ramchand
Ms. Shruthi Panicker

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Dr. C.N. Ramchand
Mr. N.R. Panicker
Dr. M. Ayyappan

CHIEF FINANCIAL OFFICER

Mr. K. Suryanarayanan

COMPANY SECRETARY

Mr. P. Subramanyam

SECRETARIAL AUDITOR

JM & Associates
Practising Company Secretary
12/18, RMS Apartments, Pondy Bazaar,
T. Nagar, Chennai-600 017

INTERNAL AUDITORS

M/s. S.K. Ram Associates
P.S. Sivaswamy Salai Mylapore,
Chennai 600 004.

STATUTORY AUDITORS

K. S. Aiyar & Co.
Chartered Accountants
54/2, Paulwells Road,
St. Thomas Mount, Chennai – 600 016.

PRINCIPAL BANKER

The Federal Bank Ltd
Rajaram Mehta Nagar,
Chennai - 600 029.

REGISTERED & CORPORATE OFFICE

3rd Floor, SFI Complex
No.178, Valluvarkottam High Road,
Nungambakkam, Chennai 600 034

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Integrated Registry Management Services
Private 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
SCRIP CODE:517494
ISIN: INE258C01038

ACCEL REALTY DIVISION

KINFRA Film & Video Park, Kazhakuttam,
Trivandrum 695 585

ACCEL IT SERVICES DIVISION

1ST Floor, Hussain Mansion,
45, Greams Road, Chennai 600 006

COMPANY IDENTIFICATION NUMBER

L30007TN1986PLC100219

GSTN : 32AAACT8542K1Z8 - Trivandrum
33AAACT8542K1Z6 – Chennai



NOTICE TO MEMBERS

NOTICE is hereby given that the 35th Annual General Meeting of the members of Accel Limited will be held as under:

| | |
|-------|---|
| Day | Wednesday |
| Date | 29th September, 2021 |
| Time | 3.00 PM |
| Venue | Hotel "KTDC Raindrops", 169/2, Greams Road, Chennai 600 006 |

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- the audited standalone financial statements of the Company for the year ended 31 March 2021, together with the Directors' and Auditors' Reports thereon; and
- the audited consolidated financial statements of the Company for the year ended 31 March 2021, together with the Auditors' Reports thereon.

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

"RESOLVED THAT pursuant to section 152 and other applicable provisions, if any of the Companies Act 2013, Ms. Shruthi Panicker (DIN No. 07148631), a Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re -appointed as a director of the Company."

3. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of 5 years and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable

provisions, if any, M/s. K S Aiyar and Co, Chartered Accountants, Chennai, with registration number 100186W be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of this Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company, at a remuneration as may be mutually agreed between the Auditors and the Board of Directors, in connection with the work of audit to be carried out by them."

SPECIAL BUSINESS:

4. To increase the borrowing powers under Section 180(1)(c) of the Companies Act, 2013 up to Rs. 250 crores;

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made there under and provisions of Articles of Association of the Company, consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company or Committee thereof (the "Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 250 Crores (Rupees Two Hundred and Fifty Crores only) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.



RESOLVED FURTHER THAT any Director be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

5. Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013 up to an aggregate sum of Rupees 50 Crores

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

"RESOLVED THAT pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company 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, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) up to an aggregate sum of Rupees 50 Crores (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

6. To make loan / investment and give guarantee / provide security under section 186 of the Companies Act, 2013 up to maximum amount of Rs 250 Crore.

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

"RESOLVED THAT in supersession to the resolution passed by the members in the Extraordinary General Meeting of the Company dated 23rd March, 2021 and 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 such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment with any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of Rs 250 Crore (Rupees Two Hundred and Fifty Crore only) if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company's existing loans or guarantee/ security or investments/ acquisitions are in excess of the limits prescribed under Section 186 aforesaid or ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

7. Issue of Shares to Employees and Directors of the Company under Employee Stock Purchase Scheme:



To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Circular No. CIR/CFD/ POLICY CELL/2/2015 issued by the Securities and Exchange Board of India on 16th June 2015(collectively referred to as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary from any other authorities, if any, and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the “Accel Employee Stock Purchase Scheme 2021” (“Accel ESPS 2021”/ “Scheme”) and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee or any other Committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this Resolution and SEBI SBEB Regulations) to create, grant, offer, issue for purchase of fully paid-up equity shares of the Company of face value of Rs. 2(Rupees Two) each, to or for the benefit of employees and Directors(excluding Independent Directors) of the Company as may be decided by the Board, with authorization to make such offers from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakhs) equity shares representing 1.72 % of the issued, subscribed and post paid-up equity share capital of the Company, on such terms and in such manner as the Board may decide in accordance with the provisions of the law or regulations issued by the relevant regulatory authority(ies).

RESOLVED FURTHER THAT the equity shares to be transferred as mentioned hereinbefore shall rank

pari passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the grant of Options shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Board from time to time in accordance with the SEBI SBEB Regulations

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and to make modifications, changes, variations, alterations or revisions in the said Scheme as it may deem fit, from time to time in its sole and absolute discretion, not unfavorable or prejudicial to the allottees under the Scheme except due to change in laws/regulations, and in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the SEBI Regulations and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including authorizing to appoint Merchant Banker(s) and such other appropriate agencies, if required and to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose, including giving effect to this Resolution with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard, in conformity with the provisions of the Companies Act, 2013, SEBI SBEB Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”



8. To approve increase in remuneration of Mr. N. R. Panicker, Managing Director of the company:

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration committee, approval of the Board of Directors of the company and pursuant to the provisions of Section 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the said act, and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of MR. N. R. Panicker (DIN: 00236198), Chairman & Managing Director of the Company on the following terms & conditions effective from 1st April, 2021.

I. REMUNERATION

(a) Salary:

Basic Salary Rs. 4,00,000/- (Rupees Four Lakhs only) per month.

(b) Incentive/Commission:

Equivalent to 1% of the Net Profits of the Company subject to maximum of six months' salary.

II. PERQUISITES

(i) Housing:

Rent free quarters or House Rent Allowance subject to a maximum of Rs. 150,000/- per month.

(ii) Medical Allowance:

Medical Allowance up to a maximum of Rs. 4,00,000/- per annum.

(iii) Leave Travel allowance:

Leave Travel allowance subject to a maximum of one month salary for the year.

(iv) Motor Car:

Mr. N.R. Panicker will be provided a Company Car and expenses towards the fuel and use of the car shall be reimbursed subject to a maximum of Rs.20,000/- per month.

III. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable shall be as per the applicable provisions of Schedule V to the Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution."

By order of the Board

P. Subramanyam
Company Secretary

Registered Office

3rd Floor, SFI Complex
178, Valluvarkottam High Road
Nungambakkam, Chennai 600 034

Place: Chennai
Date : 12/08/2021

**NOTES:**

- 1) The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to the special business set out in the notice is annexed.
- 2) Brief details of the director, who is seeking appointment/re-appointment, is annexed hereto as per the regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
- 3) 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.
- 4) The Notice of 35th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March 2021 is uploaded on the Company's website www.accel-india.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.
- 5) 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.
- 6) 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.
- 7) Members are informed that in case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 8) Members who are holding shares in identical order of names in more than one folio are requested to write to the Company or the RTA for consolidating their holdings into one folio.
- 9) 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.
- 10) The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 and 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.
- 11) 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.
- 12) 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.
- 13) The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the AGM.
- 14) 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. 20th September 2021 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
- 15) 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. 22nd September 2021 ("Incremental Members") may obtain the User ID and password



by either sending an e-mail request to e-voting@nsdl.co.in or calling on Toll free No. 1800-222-990.

- 16) 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.
- 17) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. In view of the above, members are advised to dematerialise the share(s) held by them in physical form.

18) 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 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).

- b) 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"

- c) 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 in the General Meeting.
- d) The e-voting period commences on 26th September, 2021 (9.00A.M IST) and ends on 28th September 2021 (5.00P.M IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 09th September 2021 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.
- 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 22nd September, 2021. 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.
- f) The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp |
| | 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.  |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. |
| | 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL . Click on NSDL to cast your vote. |
| | 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |