ACCEL LIMITED

07th August, 2025

AL/CS/BSE/054/2024-25

BSE Limited,
First Floor, New Trading Ring,
Rotunda Building, PJ Towers,
Dalal Street, Fort
Mumbai- 400 001.

Dear Sirs,

SUB: PARAWISE REPLY ON COMPLIANCE STATUS OF BSE OBSERVATION LETTER DATED 02ND DECEMBER 2024
REF: SCRIP CODE- 517494

Pursuant to Regulation 30 of SEBI read with Schedule III of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), we would like to inform you that the Company has received a query from BSE dated 05th August 2025 for additional information with respect to Notice (01/2025-26) of Extra-Ordinary General Meeting of Equity Shareholders/Secured Creditors/Unsecured Creditors of Accel Limited. Accordingly the company provided to Stock Exchange para wise compliance status with respect to BSE observation letter dated 02nd December 2024 (Copy enclosed herewith as **Annexure**).

Please arrange to take the same on record.

Thanking you,
FOR ACCEL LIMITED,
VISHNU SIVANANDAN
Digitally signed by VISHNU SIVANANDAN
Date: 2025.08.07 15:28:56+05'30'
VISHNU SIVANADAN
COMPANY SECRETARY AND COMPLIANCE OFFICER

Regd. Off / Corp. Off : 3rd Floor, SFI Complex, No-178, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034. Phone : 044 - 2822 2262
Head Office : 1st Floor, MKM Building, No-55, Greams Road, Thousand Lights West, Chennai - 600 034. Phone : 044 - 4028 7960 / 7901
Realty Division : KINFRA Film & Video Park, Sainik School PO, Kazhakuttam, Thiruvananthapuram - 695 585. Phone : 0471 - 2167859
Website : www.accel.india.com | CIN : L30007TN1986PLC100219

06th August, 2025

AL/CS/BSE/027/2025-26

BSE Limited,
First Floor, New Trading Ring,
Rotunda Building, PJ Towers,
Dalal Street, Fort
Mumbai- 400 001.

Dear Sirs,

SUB: Scheme of Amalgamation of Accel Media Ventures Limited (Transferor Company) with Accel Limited (Transferee Company) and their respective shareholders under Section 230 to 232 of the Companies Act, 2013
REF: SCRIP CODE- 517494

We acknowledge the receipt of mail dated 18th July 2025 from your good office, directing to provide para wise compliance status with respect to observation letter dated December 02, 2024 issued by Exchange in the subject matter. Kindly find our para wise response of compliance status with respect to observation letter dated December 02, 2024 issued by Exchange:

a. **"The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."**

Company Response:
"The Company has disclosed the aforesaid details before Hon'ble NCLT, in the Company Application 43 of 2025 and Annexure 13 annexed to the said Application" (page number 440 and 441 of the Petition to NCLT).

Your good office may kindly note, the aforesaid details were erroneously missed out in the Explanatory Statement to EGM Notice dated 07.07.2025 to Shareholders. The company vide Addendum to EGM Notice, dated 28.07.2025 has disclosed the aforesaid details as Point/s

VII to XI were circulated among Stakeholders vide mail dated 28.07.2025 (attached as annexure).

b. **"The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

Company Response:
The Company has uploaded such documents in the website and can be accessed at *https://www.accel-india.com/investors*

c. **"The Company shall ensure compliance with SEBI circulars issued from time to time.**

Company Response:
The Company complies with SEBI Circulars issued from time to time and the compliance is done.

d. **"The entities involved in the Scheme shall duly comply with various provisions of the SEBI master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company,"**

Company Response:
The Company shall comply with various provisions of the SEBI master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company. This also has been provided in the scheme, please refer to point 3.2 of Scheme (Page 37 of EGM Notice dated 07.07.2025).

e. **"Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

Company Response:

The Company wish to inform your good office, vide IInd addendum to EGM Notice dated 05.08.2025 the Company has disclosed the aforesaid details as Points XII. Kindly take note of the same.

f. **"Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."**

Company Response:
The Company would like to confirm that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.

g. **"Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to shareholders."**

Company Response:
The Company has disclosed the details of the proposed scheme under consideration as provided to the stock exchange in the notice sent to shareholders. The Scheme of Arrangement can be viewed at **page number 29** of EGM Notice dated 07.07.2025.

h. **"The Companies involved in the scheme are advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to make an informed decision**

- **Details of assets, liabilities, net worth and revenue of the Companies involved, pre and post scheme.**
  Company Response:
  The aforesaid details pertaining to Transferee Company was disclosed in Page No. 84 to EGM Notice dated 07.07.2025.

  The aforesaid details pertaining to Transferor Company was disclosed as Point VIII to explanatory statement vide addendum to EGM Notice dated 28.07.2025.

The aforesaid details pertaining to post scheme was disclosed as Point IX to explanatory statement vide addendum to EGM Notice dated 28.07.2025.

- **Impact of the scheme on revenue generating capacity of the transferee Company.**

  Kindly refer Point 1.1.3 of Scheme of Amalgamation in page 30 of EGM Notice dated 07.07.2025 for Rationale of Scheme.

- **Need and Rationale of the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.**

  The Company has mentioned the aforesaid details, Kindly refer Point 1.1.3 of Scheme of Amalgamation in page 30 of EGM Notice dated 07.07.2025.

- **Value of assets and liabilities of Transferor Company that are being transferred to Transferee Company**

  Company Response:

  Value of Assets and Liability of Transferor Company that are being transferred to Transferee Company can be referred to Point VIII and IX of addendum to EGM Notice dated 28.07.2025.

  Kindly refer Point 3.1 and 3.2 of Scheme of Amalgamation in page 36 and 37, respectively of EGM Notice dated 07.07.2025 for further details.

i. **"Company shall ensure that applicable additional information, if any, to be submitted to SEBI along with draft scheme of arrangement and document requested via Query No.11 dated July 16,2024 on BSE portal shall form part of disclosures to the shareholders."**

Company Response:

The Company wish to inform your good office, vide IInd addendum to EGM Notice dated 05.08.2025 the Company has disclosed the aforesaid details as Points XIII. Kindly take note of the same.

j. **"Company is advised that proposed equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."**

Company Response:
The Company undertakes that proposed equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only.

k. **"Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document."**

Company Response:
The Company will ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document.

l **"Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."**

Company Response:
The Company has not made any changes to draft scheme and undertakes, will not make without written consent of SEBI.

m. **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."**

Company Response:
The Company has ensured that the observations of SEBI/Stock Exchanges is incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT.

n. **"Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."**

Company Response:
The Company shall comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.

o. **"It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Company Response:
The Company takes note of the same.

This is for your information and records.

Yours faithfully,

For Accel Limited,

VISHNU SIVANANDAN

Digitally signed by VISHNU SIVANANDAN
DN: C=IN, O=PERSONAL, Phone=152f807f12dac8fabef480b199cf199547b06c5caf2b884907f92b3a983b6f2d, PostalCode=679322, S=KERALA, SERIALNUMBER=973573e8a14645a9b77d0104a3c2a4d21ae13778c76c491466c4cd15ac782417, CN=VISHNU SIVANANDAN
Reason: I am the author of this document
Location:
Date: 2025.08.06 14:47:05+05'30'
Foxit PDF Reader Version: 2025.1.0

VISHNU SIVANANDAN

COMPANY SECRETARY

ACCEL LIMITED
(FORMERLY ACCEL TRANSMATIC LIMITED)
CIN : L30007TN1986PLC100219
Registered Office : III Floor, SFI Complex, 178, Valluvarkottam High Road, Nungambakkam, Chennai – 600 034

IIND ADDENDUM TO NOTICE TO EQUITY SHAREHOLDERS/ SECURED CREDITORS/UNSECURED CREDITORS

We refer to Company 's Notice (01/2025-26) sent to you intimating an Extra-Ordinary General Meeting of Equity Shareholders/Secured Creditors/Unsecured Creditors of Accel Limited convened pursuant to the Order dated 27.06.2025 of the Honorable National Company Law Tribunal, Chennai Bench on Saturday, 09th August 2025 at 11.30 am, 02.00pm & 03.30 pm, respectively at 3rd Floor, SFI Complex, 178, Valluvarkottam High Road, Nungambakkam, Chennai – 600 034.

The Company had sent Explanatory Statement under section 230 to 232 to the Notice with Point numbers from I to VI dated 07th July 2025 and Point numbers from VII TO XI vide Addendum to EGM Notice on 28th July 2025.

Further The Company has received a query from BSE dated 05th August 2025 for additional information accordingly the company is providing herewith the following:

Point XII
Details of Transferor Company in the format of Abridged prospectus asper Part E of the Schedule VI of the SEBI (ICDR) Regulations 2018.

Point XIII

Reply dated 23rd July 2024 against BSE query number 11, dated 16th July, 2024.

Kindly arrange to take note of the aforesaid information and consider part of the Explanatory Statement.

This Addendum to the Notice of the EGM shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Addendum. This addendum will also be made available on website of the stock exchange i.e. BSE and on the website of the Company (www.accel-india.com). All other contents of the Notice of EGM, save and except as modified or supplemented by the Addendum, shall remain unchanged.

For Accel Limited,

Sd/-
Vishnu Sivanandan
Company Secretary & Compliance Officer

Date : Chennai
Place : 05th August 2025

ACCEL MEDIA VENTURES LIMITED

Abridged prospectus as per Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the SEBI Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022, pertaining to Accel Media Ventures Limited , being an unlisted Company in the Scheme of Merger of Accel Media Ventures Limited ("AMVL or "Transferor Company") with Accel Limited ("AL" or "Transferee Company").

a) This Disclosure Document discloses applicable information as prescribed in the format has been prepared solely as per the requirements of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, in connection with the proposed Scheme of Merger of Accel Media Ventures Limited , being an unlisted Company in the Scheme of Merger of Accel Media Ventures Limited ("AMVL or "Transferor Company") with Accel Limited ("AL" or "Transferee Company").

b) This Disclosure Document dated 05th August, 2025, should be read together with the Scheme, and the Notice & the Explanatory Statement sent to the shareholders of AL.

c) This Disclosure Document should not be considered as an invitation or an offer of any securities by or on behalf of AMVL or AL.

d) This Disclosure can be downloaded along with the Scheme and other relevant documents from the website of AL.

ACCEL MEDIA VENTURES LIMITED

CIN: U74999TN1987PLC014976 Date of Incorporation: 15/10/1987

Registered Office	Corporate Office	Contact Person	e-Mail and Telephone Number	Website
3rd Floor, Sfi Complex, 178, Valluvarkottam High Road, Nungambakkam, Chennai, Tamil Nadu, India, 600034	Same as Registerd Office	Mr. N R Panicker	Email: companysecretary@accelmedia.in Contact: 044 2822226	www. accelmedia.in

Sl. No.	Particulars	Details
1	Details of Offer to Public	Not Applicable
2	Details of OFS by Promoter(s) / Promoter Group/ Other Selling Shareholders	
3	Price Band, Minimum Bid Lot & Indicative Timelines	
4	Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP	
5	Risks in relation to the First Offer	
6	General Risks	
7	Procedure	
8	Price information of BRLMS	

ACCEL MEDIA VENTURES LIMITED

9	Any other important information as per BRLM	Nil

Sl. No.	Particualrs	Details
1	Names of Book running Managers/s and contact details (telephone and email ID) of each BRLM	Not Applicable
2	Names of Syndicate Members	
3	Name of Registrars to issue and contact details (telephone and email ID)	
4	Name of Credit Rating Agency and the rating or grading obtained, if any	
5	Name of Debenture Trustees, if any	
6	Self Certified Syndicate Banks	
7	Non-Syndicate Registered Brokers	
8	Details regarding website address(es)/link(s) from which the investor can obtain a list of registrars ti issue and share transfer agents, depository participants and stockbrokers who can accept application from investor (as applicable)	
9	Name of Statutory Auditors	S K Ram & Associates, Chartered Accountants

Sl. No.	Particulars	Details
1	Brief Particulars of the Scheme	The following are the salient features of the scheme. Please refer to the Scheme of Amalgamation enclosed herewith for complete details. a) The Scheme envisages the amalgamation of the Transferor Company, Accel Media Ventures Limited ("Transferor **Company**") with Accel Limited (**"Transferee Company"**) in accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013. b) The appointed date of the Scheme is April 1, 2024. c) Effective Date of the Scheme of Amalgamation shall mean the last of dates on which the sanctions, approvals, consents, matters or filings referred to in Clause 18 of the Scheme of Amalgamation is fulfilled. d) Upon coming into effect of the Scheme of Amalgamation and with effect from the Appointed Date, and subject to the provisions of the Scheme of Amalgamation including in relation to the mode of transfer and vesting, the entire business of the Transferor Companies including all of the assets, under the provisions of

		Sections 230 to 232 of the Companies Act, 2013 and pursuant to the order of the Hon'ble National Company Law Tribunal sanctioning the Scheme and without further act, instrument or deed, but subject to the changes affecting the same as on the Effective Date, be transferred and/or deemed to be transferred to and vested in the Transferee Company, so as to become the properties, assets, rights, business and Undertaking of the Transferee Company. e) Upon the Scheme of Amalgamation becoming effective, the Transferor Companies shall stand dissolved without being wound up and without any further act or deed on the part of the Transferor Companies. Note: The aforesaid are only the salient features of the Scheme. Members are requested to read the entire text of the Scheme annexed hereto and get fully acquainted with the provisions thereof. f) The shareholders of the Transferor Company other than the Transferee Company (whose name is recorded in the register of members of the Transferor Company as holding equity shares on the Record Date), will be entitled to receive 6,06,250 equity shares of face value INR 2/- each of the Transferee Company for every 2 (Two) Equity Share of the Transferor Company.
2	Rationale of the Scheme	The proposed amalgamation between the Transferor Company and the Transferee Company shall result in the following benefits, amongst others, to both companies, their respective members and creditors: i. The amalgamation will enable the Transferee Company to integrate its business operations and provide impetus to the operations of the Transferee Company. The consolidation of the activities by way of an amalgamation will provide seamless access to the assets of the Transferor Companies, which will lead to synergies of operations, reduction in overheads including administrative, managerial and other expenditure, operational rationalization, organizational efficiency and optimal utilization of resources. ii. The combined entity will have a bigger portfolio of services targeted at a wider array of customers, which will strengthen its competitive position in providing IT services/software and technology related services markets. This will also enable the Transferee Company to address newer solutions and services to its customers and to the Transferor Companies' customers and enhance its marketing capabilities.

ACCEL MEDIA VENTURES LIMITED

		iii. Rationalizing multiple subsidiaries in the group to ensure optimised legal entity structure more aligned with the business by reducing the number of legal entities and re-organising the legal entities in the group structure. iv. Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Companies and the Transferee Company. v. Concentrated effort and focus by the management to grow the business by eliminating duplicative communication and burdensome co-ordination efforts across multiple entities and countries. vi. The banks, creditors and financial institutions, if any, of the Transferor Companies will not be adversely affected by the proposed amalgamation as their existing security, if any, on any outstanding borrowings/credit facility is maintained.

BUSINESS OVERVIEW AND STRATEGY OF AMVL		
Sl. No.	Particulars	Details
1	Company Overview	AMVL is a Public Limited Company having Corporate Identity Number U74999TN1987PLC014976 incorporated under the Company Act, 1956 on 15/10/1987 under the name and style of "Zener Controls Private Limited" and deemed to exist within the purview of the Companies Act, 2013. The Company carried on the business of Post production services for cinematographic feature films, television series, animation films, advertisement films that include Visual effects (VFX) and Digital Intermediate (DI) and other contents in any form.
2	Products/ Service Offering	Historically, the Company carried on the business of Post production services for cinematographic feature films, television series, animation films, advertisement films that include Visual effects (VFX) and Digital Intermediate (DI) and other contents in any form.
3	Revenue Segmentation by product / service offering	The company is only into one segment, post production and other services in VFX and DI for feature filims.
4	Geographies services	Primarly catered to clients within India.
5	Revenue Segmentation by geographies	The revenue segment was primarilly within South India.
6	Key performance indicators	Key fiancial indicators are number of projects in hand, turnover, EBIDTA, and PAT.

ACCEL MEDIA VENTURES LIMITED

7	Client profile or Industries served	The Company serves movie production houses for feature films and OTT films and cater production houses primarily in Malayalm film industry and also for Tamil industry.
8	Revenue segmentation in terms of top 5/10 clients or industries	Historical records indicate a concentration in the feature film industry. After the Covid pandemic the revenue has come down however, the Company had served leading film movie production companies like Ashirvad Films, LYCA productions, Anto Joseph Film Company, Kavya Film Company, Sri Gokulam Films, AVA films, etc.
9	Intellectual property, if any	Though no registered Intellectual Property held several digital assets are in the possession of the Company which can be utilised for future projects.
10	Market share	The Company previously held 10% market share for VFX and DI in Malayalam and Tamil Industry.However, after the Covid pandemic the Company's business went down however currently the same being revambed and it is expected to recapture 10% market share going forward.
11	Manufacturing plant if any	Not applicable, the Company in the service industry.
12	Employee Strength	The employee strength is 25 and the overflow jobs are sub-contracted to smaller studios.

Sl. No.	Particulars	Details
1	Details of means of finance	Not Applicable.
2	Details and reasons for non-deployment or delay in deployment of proceeds or change in utilization proceeds of past issues/right issue if any, of the Company in the preceding 10 years.	
3	Name of monitoring agency, if any.	
4	Terms of Issuance of Convertible Security, if any.	

OBJECTS OF THE SCHEME:

Kindly refer to the details of the Scheme under the Section titled " Brief Particulars and Rationale of the Scheme" of this Disclosure Document.

PROMOTERS OF AMVL:

a) Accel Limited (hereinafter referred to "AL" or "Transferee Company") is Public Limited Company, having Corporate Identification Number L30007TN1986PLC100219, incorporated under the Companies Act, 1956 on 19/05/1986 under the the name and style of "Transmatic Systems Limited" and deemed to exist within the purview of the Compnaies Act, 2013. Subsequently, the name of the Company was changed to Accel Transmatic Limited, and a fresh Certificate of Incorporation dated 11th August, 2004, was issued by the Registrar of Companies, Kerala. Further, by way of Scheme of Arrangement, its holding company was merged with the Company and its name was changed to Accel Limited. The Registered office of the Company was also changed from Trivandrum to

ACCEL MEDIA VENTURES LIMITED

Chennai. The Registered Office of Transferee Company is situated at 3rd Floor, SFI Complex, 178, Valluvarkottam High Road, Nungambakkam, Chennai – 600 034. The Transferee Company is engaged in the business of IT Services and Realty Services. The Transferee company is a listed entity with BSE Limited with the scrip code 517494.The Transferee Company is the Holding Company (holds 76.76% of equity shares) of Transferor Company.

b) Mr. Narayana Pillai Reghoothama Panicker (DIN: 00236198) is a promoter and director of AMVL.

Shareholding Pattern of AMVL:

Sl. No.	Particulars	Pre-Scheme No. of Shares	% Holding of Pre-Scheme
1	Promoter and Promoter Group	45,36,750	86.94
2	Public	6,81,250	13.06
Total		52,18,000	100 %

Number / Amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

Board of Directors of AMVL					
S No	Name	DIN	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1	Narayana Pillai Reghoothama Panicker	00236198	Director	An engineering graduate with a successful track record of over 40 years in employment as well as successful entrepreneur the IT and media industry. Founder and CMD of Accel Limited. Involved with digital media industry since 2007.	1. Accel Limited 2. Accel Media Ventures Limited 3. Secureinteli Technologies Private Limited 4. Cybolt Technologies Private Limited 5. Cetronics Technologies Private Limited 6. Medscape Pharma Private Limited
2	Joseph Kurumkulathil	08021716	Director	Graduated BSC and 30 years' experience in IT industry in sales and marketing and 5-year	1. Accel Media Ventures Limited

				experience in content development.	
3	Sunkari Venkateswara Rao	06600739	Director	Mr. S. V. Rao is an engineering graduate with 34 years of experience in IT, ITES, and Telecom. He currently serves as President and executive director of Accel Limited.	1. Accel Limited 2. Accel Media Ventures Limited 3. Secureintell Technologies Private Limited 4. Cetronics Technologies Private Limited

Financial Summary of AMVL based on the standalone Audited Financial Statement as on 31.03.2024

S No	All figures in INR, unless otherwise mentioned	31-03-2024
1	Total Income from Operations	97,05,535
2	Net Profit / (Loss) before tax and extraordinary items	(76,57,428)
3	Net Profit / (Loss) after tax and extraordinary items	(76,84,393)
4	Equity Share Capital	5,21,80,000
5	Reserves & Surplus	(11,20,87,624)
6	Net Worth	(5,99,07,624)
7	Basic Earning per share (Rs.)	(1.5)
8	Diluted Earning per share (Rs.)	(1.5)
9	Return on Networth %	(16.2)
10	Net Asset Value per share (Rs.)	(1,148.1)

SUMMARY OF OUSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION AS ON 31.03.2024						
Name of Entity	**Criminal Proceedings**	**Tax Proceedings ***	**Statutory or Regulatory**	**Disciplinary Actions by SEBI or Stock Exchange against Promotor ***	**Material Civil Litigations**	**Aggregate Amount Involve**

ACCEL MEDIA VENTURES LIMITED

			Proceedings			d (Rs. in crores) #
By AMVL	NIL	Nil	Nil	Nil	Nil	Nil
Against AMVL	Nil	Sales Tax- The Authorities had levied a demand of Rs. 13.92 Lakhs for the year 2002-03 towards tax and penalty. The Company has challenged the levy of demand and penalty and the matter is pending before appellate authority (Sales Tax).	Nil	Nil	Nil	0.14 Crores
By Directors of AMVL	Nil	Nil	Nil	Nil	Nil	Nil
Against Directors of AMVL	Nil	Nil	Nil	Refer "Against promoters of AMVL"	Nil	Nil
By Promoters of AMVL	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoter (s) of AMVL	Nil	Nil	Nil	SEBI, Vide Order dated, September 20, 2023 had restrained Mr. N R Panicker from occupying any position in the board of any listed company, for a period of one year i.e. up to September 19,2024. Further, Mr. N R Panicker has been restrained from accessing the securities	Nil	Nil

ACCEL MEDIA VENTURES LIMITED

				market for a period of two years ie up to September 19,2025. Further, A penalty of Rs. 1,00,00,000 /- has been imposed. Mr. N R Panicker had filed an appeal challenging the SEBI order with SAT, Mumbai and SAT, Mumbai by an Order 29.08.2024 has conditionally stayed the penalty till the appeal is disposed of.		
By Subsidiary of AMVL	Not applicable as AMVL does not have any subsidiaries					
Against Subsidiary of AMVL						

Approximate amount to the extent ascertainable.

* Being proceedings of which the company has received written notice

Brief details of top 5 material outstanding litigations as on March 31,2024, against AMVL and amount involved				
S No	Particulars	Litigation filed by	**Current Status**	**Amount Involved**
1	The sales tax authorities had levied a demand and penalty to the extend of Rs. 13.92 Lakhs. The company has changed the levy of demand and penalty and the matter is pending before the appellate authorities. i	By the Transferor Company	Pending with appellate authorities.	Rs. 13.92 Lakhs.

Regulatory Actions, if any – disciplinary action taken by SEBI/Stock Exchange against the Promoter in the last 5 financial years including outstanding action, if any				
S No	Particulars	**Litigation filed by**	Current Status	Amount Involved
1	SEBI, Vide Order dated, September 20, 2023 had restrained Mr. N R Panicker	N R Panicker	Pending hearing.	Rs. 100 Lakhs.

ACCEL MEDIA VENTURES LIMITED

	from occupying any position in the board of any listed company, for a period of one year i.e. up to September 19,2024. Further, Mr. N R Panicker has been restrained from accessing the securities market for a period of two years ie up to September 19,2025. Further, A penalty of Rs. 1,00,00,000 /- has been imposed. Mr. N R Panicker had filed an appeal challenging the SEBI order with SAT, Mumbai and SAT, Mumbai by an Order 29.08.2024 has conditionally stayed the penalty till the appeal is disposed off.			

Declaration by AMVL:

We hereby declare that all relevant provisions of Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the Securities and Exchange Board of India, established under the Section 3 of Securities and Exchange Board of India Act, 1992, as the case may he have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1942 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.
For and behalf of

Accel Media Ventures Limited

Mr. N R Panicker
Director
DIN: 00236198

ACCEL MEDIA VENTURES LIMITED

ACCEL LIMITED

23th July, 2024

To
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Dear Sir,

Sub: Clarification for the query raised on 16th July, 2024 under Case No. 205854
Ref: Scrip Code - 517494

We are hereby enclosing our comments along with necessary annexures for the queries received on 16th July, 2024.
We are herewith attached revised payment advice of SEBI filing fees.

Kindly arrange to process the application and give your approval at the earliest.

Thanking you,

Yours faithfully,
For Accel Limited

S. V. R

ACCEL LIMITED CHENNAI

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Encl.: as above

Regd. Off / Corp. Off : 3rd Floor, SFI Complex, No-178, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034. Phone : 044 - 2822 2262
Head Office : 1st Floor, MKM Building, No-55, Greams Road, Thousand Lights West, Chennai - 600 034. Phone : 044 - 4028 7960 / 7901
Realty Division : KINFRA Film & Video Park, Sainik School PO, Kazhakuttam, Thiruvananthapuram - 695 585. Phone : 0471 - 2167859
Website : www.accel.india.com | CIN : L30007TN1986PLC100219

FEDERAL BANK

Payment Advice

Advice Sending Date : 16-07-2024
Transaction Ref No : FBBT241981235451

Transaction Initiated By	:	ACCEL IT SERVICES A DIVISION OF ACCEL LIMITED
Transaction Type	:	NEFT
Beneficiary Name	:	AVEP
Beneficiary Bank IFSC	:	ICIC0000104
Beneficiary's Account	:	AVEP113379070160
Payment Process Date	:	16-07-2024
Remittance Amount	:	INR **137,307.16**
Bank Ref No	:	C742160724190348
Customer reference:	:	ACCEL LIMITED
Purpose of payment:	:	SEBI SCHEME OF ARRANGEMENT FEES

ACCEL LIMITED CHENNAI

S.V.R

(This is a computer generated intimation letter which need not normally be signed)

ACCEL

ACCEL LIMITED

ACCEL GROUP MERGER

BSE/SEBI QUERIES DATED 16 JULY 2024

<table>
<tr><th>Sl. No.</th><th>Query by SEBI</th><th>Company Response</th></tr>
<tr><td>1.</td><td>It is observed that the following pointers are not included in clause 4 with respect to the shares to be allotted to the shareholders of the Transferor Company by the Transferee Company of the Draft Scheme:

a. Treatment of shares in abeyance of the Transferor Company
b. Pending share transfer in Transferor Company
c. Treatment of any kind of corporate actions in Transferor Company
d. Treatment of shares in any suspense account of Transferor Company</td><td><table>
<tr><td>A</td><td>Treatment of shares in abeyance of the Transferor Company</td><td rowspan="4">Clause not applicable to the company.

Declaration by the company is attached in Annexure I</td></tr>
<tr><td>B</td><td>Pending share transfer in Transferor Company</td></tr>
<tr><td>C</td><td>Treatment of any kind of corporate actions in Transferor Company</td></tr>
<tr><td>D</td><td>Treatment of shares in any suspense account of Transferor Company.</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Kindly submit a report containing para-wise changes carried out in the draft scheme along with an undertaking stating that other than the changes mentioned in the report, no other change has been carried out in the draft scheme</td><td>We have submitted our application together with the Scheme of Arrangement for Amalgamation of the transferor company Accel Media Ventures Limited with the transferee company Accel Limited as approved by Boards of the respective companies.

The same was submitted on 8th July 2024 and we confirm that we have not made any changes in the scheme since then.

We undertake to seek approval of BSE, for any changes that may come up while in process.</td></tr>
<tr><td>3.</td><td>In the valuation report, page no 10 it is mentioned that "Since, ACCEL is a listed Company and equity shares of ACCEL are traded on BSE over a reasonable period, we have considered average of Market Price method and Net Asset Value method to determine the value of equity shares of ACCEL." However, 0 weightage has been given for the NAV method in the Annexure I- valuation workings. Please clarify on the discrepancy.</td><td>We hereby submit valuer's reply.

Quote

This is to submit that Value have considered Market approach to estimate the fair value of equity shares of ACCEL being a listed Company at BSE Limited. This is to further submit that due to Net Asset Value method as method to determine the value of share of ACCEL, however, only Market price method has been applied.

This is to further submit that in term of regulations 164(5) of SEBI ICDR 2018, the</td></tr>
</table>

ACCEL LIMITED CHENNAI

ACCEL

		equity share of the ACCEL is frequently traded, you are requested to consider the following revised para: • Since, ACCEL is a listed Company and equity shares of ACCEL are traded on BSE over a reasonable period, we have considered average of Market Price method to determine the value of equity shares of ACCEL. We understand that the shares are frequently traded (In terms of Regulation 164(5) of SEBI Issue of Capital and Disclosure Requirements (ICDR) Regulations, 2018. We have considered the Market Price method for calculating the fair market value of equity shares of ACCEL. • The Company's Equity shares are presently listed on BSE and are frequently traded at BSE. In terms of Regulation 165 of SEBI ICDR 2018, where the shares of an issuer are frequently traded, the price determined by the issuer shall be calculation in terms of Regulation 164 of SEBI ICDR 2018. Refer Annexure II for computation of share price of ACCEL shares under Regulation 164 of ICDR Regulations. Unquote
4.	Please clarify how the shares of Accel are defined as infrequently traded (in terms of Regulation 164(5) of SEBI Issue of Capital and Disclosure Requirements (ICDR) Regulations, 2018.	Please refer to our reply to point number 3 above.
5.	Please submit the confirmation from the listed entity signed by Company Secretary/ Compliance Officer stating that: a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation. b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme	We are submitting the confirmation in Annexure II.
6.	Please submit the shareholding pattern in the format of Reg 31 without PAN.	We are submitting the shareholding pattern in the required format without PAN in Annexure III.
7.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory	We have submitted a scheme of amalgamation together with a valuation report and fairness opinion as required under the guidelines.

ACCEL LIMITED CHENNAI

	Auditor of the listed company as per Proviso of SEBI ICDR Regulation - not submitted.	We are not issuing shares to the shareholders of the unlisted company against a preferential issue. We are only exchanging shares of the transferee company, which is a listed company according to the Swap ratio recommended by the valuer. Shareholders of the unlisted company would exchange their shares held in the transferor company which is a unlisted company, for shares in the transferee company which is a listed company as proposed in the scheme. The allotment of shares is proposed to be made to all the existing shareholders of the transferor company, other than the transferee company whose shares are being cancelled.
8.	Why compliance report is singed by WTD instead of a MD as per the format of the checklist?	At present the company does not have a Managing Director. The board meetings are presided over by the non-executive Chairman of the company and board had authorised the whole-time director to sign and submit the application.
9.	If the post scheme Net worth of Accel limited is getting reduced from Rs. 5166.39 Lacs to Rs. 4008.38 Lacs, please clarify how the scheme is beneficial for the stakeholders of the company?	The Transferee company on account of the merger will have an additional business in the lucrative space of media domain and will be able to scale up the existing business of the transferor company resulting in the enhanced profitability of the merged entity and will be able to recoup the reduction net worth in few years. The Transferee company being a tax paying entity will be able to make use of a tax benefit of approximately INR 3.74 crore due to accumulated tax loss of transferor company, which will in turn add to the net worth of the merged entity through increase in profit after tax. The reduction in net worth is only temporary in nature without any cash outflow to the merged entity. In the opinion of the Management, the benefits that are expected to accrue to the existing stakeholders, shall be by way of enhanced Market valuation of the Transferee company.

ACCEL LIMITED CHENNAI

10.	Please submit the Net worth certificate of AMVL.	The net worth certificate of AMVL dully certified by the Chartered accountant is attached as Annexure IV.
11.	Kindly provide the applicability of the following documents in the table format:	
	A. In cases of Demerger, Apportionment of losses of the listed company among the companies involved in the scheme.	This clause is not applicable to the company as this is not a case of demerger.
	B. Details of assets, liabilities, revenue and net worth of the Companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Company certified by Chartered Accountant (CA).	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024. However, we are now attaching individual declaration in Annexure V.
	C. Any type of arrangement or agreement between the demerged company/ resulting company/ merged/ amalgamated company/ creditors / shareholders / promoters / directors/ etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024. However, we are now attaching individual declaration in Annexure VI.
	D. In the cases of Capital reduction, reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.	This clause is not applicable to the company as there is no capital reduction.
	E. In the cases of Capital reduction, Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.	This clause is not applicable to the company as there is no capital reduction.
	F. In the cases of Capital reduction, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.	This clause is not applicable to the company as there is no capital reduction.
	G. In the cases of Capital reduction, the built up of the accumulated losses over the years, certified by CA.	This clause is not applicable to the company as there is no capital reduction.
	H. Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	We had submitted the Chartered Accountant certificate (refer annexure 18) together with our application dated 8th July 2024. However, we are now attaching the same again in Annexure VII.

ACCEL LIMITED CHENNAI

I.	In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024. However, we are now attaching individual declaration in Annexure VIII.
J.	Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof.	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024. However, we are now attaching individual declaration in Annexure VIII.
K.	List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024. However, we are now attaching individual declaration in Annexure VIII.
L.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	We had submitted a certificate from a chartered accountant (refer annexure 24) together with our application dated 8th July 2024. However, we are now attaching the same again in Annexure IX.
M.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024. However, we are now attaching individual declaration in Annexure VI.
N.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	This clause is not applicable to the company as this is not a case of demerger.
O.	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.	The detailed rationale for arriving at the swap ratio has been provided by valuer in the valuation report which has been reviewed and approved by Board.
P.	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	This clause is not applicable to the company as this is not a case of demerger.
Q.	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	The Transferee company on account of the merger will have an additional business in the lucrative space of media domain and will be able to scale up the existing business of the transferor company resulting in the enhanced profitability of the merged entity and will be able to recoup the reduction net worth in few years.

ACCEL LIMITED CHENNAI

		The transferee company being a tax paying entity will have a tax benefit of approximately INR 3.74 crore which will in turn add to the net worth of the merged entity through the increase in profit after tax. Hence the reduction in net worth is only temporary in nature without any cash outflow to the merged entity. The dilution in the equity of the transferee company post amalgamation will be only 1.042 % of the enhanced equity of the merged entity comprising of 6,06,250 new shares of Rs 2 each paid up. In the opinion of the Management, the benefits that are expected to accrue to the public shareholders, shall be by way of enhanced Market valuation of the company and appreciation in Share price.
	R. Tax/other liability/benefit arising to the entities involved in the scheme, if any.	We had submitted a certificate from a chartered accountant (refer annexure 24) together with our application dated 8th July. However, we are now attaching the same again in Annexure X.
	S. Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards.	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024 . However we are now attaching individual declaration in Annexure VI.
	T. If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024 . However we are now attaching individual declaration in Annexure XI.
	U. Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.	We refer to the valuation report , where in the valuer has already confirmed that the valuation done in the scheme is in accordance with applicable valuation standards.
	V. Confirmation that the scheme is in compliance with the applicable securities laws.	We had submitted a consolidated declaration (refer annexure 24) together with our application dated 8th July 2024. However we are now attaching individual declaration in Annexure VI.

ACCEL LIMITED CHENNAI

	W. Confirmation that the arrangement proposed in the scheme is yet to be executed	We had submitted a consolidated declaration (refer annexure 24 together with our application dated 8th July 2024. However, we are now attaching individual declaration in Annexure VI.
12.	Report on the Unpaid Dues- not dated.	Format attached for your kind references – Annexure XII
13.	Kindly submit a snapshot of the scheme related documents submitted on the website of the Company.	Format attached for your kind references – Annexure XIII

Yours faithfully,
For Accel Limited

S. V. R

ACCEL LIMITED CHENNAI

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Annexure - I

ACCEL LIMITED

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sirs,

SUB: DECLARATION BY THE COMPANY
REF: SCRIP CODE- 517494

With reference to the above subject , we Accel Limited, do hereby confirm that the following clauses are required to be mentioned in the Scheme of arrangement of Accel Media Ventures Limited with Accel Limited and their respective shareholders ('Scheme') filed under Sections 230-232 of Companies Act, 2013 are not applicable and we submit as under :

1. Treatment of shares in abeyance of the Transferor Company
   The transferor company does not have shares in abeyance and hence we have not mentioned any shares in abeyance.
2. Pending share transfer in Transferor Company
   The transferor company does not have share transfer pending and hence we have not mentioned about the pending share transfer.
3. Treatment of any kind of corporate actions in Transferor Company
   There are no corporate action pending.
4. Treatment of shares in any suspense account of Transferor Company
   The transferor company does not have shares in any suspense account and hence we have not mentioned any shares in any suspense account.

Yours faithfully,
For ACCEL LIMITED

S. V. R

ACCEL LIMITED CHENNAI

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Annexure II

ACCEL LIMITED

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir/Madam,

Subject: Confirmation from the listed entity signed by the Company Secretary of the Company.

Ref: Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Merger of Accel Media Ventures Limited (Transferor Company) with Accel Limited and their respective Shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Scheme')

We hereby confirm that:

a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation;

b) As regards, Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme. Kindly note that the same is not applicable to the Company as there are no debt securities issued by the Company which are listed on any stock exchanges.

Thanking you

Yours Faithfully
For Accel Limited,

Deepika K

Accel Limited Chennai

K. DEEPIKA
COMPANY SECRETARY AND COMPLIANCE OFFICER

ACCEL LIMITED

Annexure – III

1. Name of Listed Entity **: ACCEL LIMITED**

2. Scrip Code/Name of Scrip/Class of Security

3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1) (c) : Reg 31(1)(b) – Post merger

a. If under 31(1)(b) then indicate the report for Quarter ending : 30-03-2024

b. If under 31(1)(c) then indicate date of allotment/extinguishment :

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes / No
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	No
4	Whether the Listed Entity has any shares in locked-in?	No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

ACCEL LIMITED CHENNAI

S.V.R

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total								
(A)	Promoter & Promoter Group	4	41501286	0	0	41501286	71.33	0	0	0		0	71.33	0	0.00	0		41501286
(B)	Public	13720	16677365	0	0	16677365	28.67	0	0	0		0	28.67		0.00		NA	16008603
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0		NA	0
(C1)	Shares Underlying DRs	0	0	0	0	0	NA	0	0	0	0	0	0	0	0		NA	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0		NA	0
	Total	13714	58178651	0	0	58178651	100.00	0	0	0		0	100.00	0	0.00	0		58178651

ACCEL

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)
Indian							
Individual/Hindu Undivided Family		4	41501286	0	0	41501286	71.33
Name							
Central Government/ State Governments		0	0	0	0	0	0.00
Name							
Financial Institutions / Banks		0	0	0	0	0	0.00
Name							
Any other (Specify)		0	0	0	0	0	0.00
Name							
Sub Total A(1)		4	41501286	0	0	41501286	71.33
Foreign							

ACCEL LIMITED CHENNAI

Individual (Non resident Individuals / Foreign individuals)		0	0	0	0	0	0.00
Name							
Government		0	0	0	0	0	0.00
Name							
Institutions		0	0	0	0	0	0.00
Name							
Foreign Portfolio Investor		0	0	0	0	0	0.00
Name							
Any other (Specify)		0	0	0	0	0	0.00
Name							
Sub Total A(2)		0	0	0	0	0	0.00
Total shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)		4	41501286	0	0	41501286	71.33

Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
No. of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
Class X	Class y	Total								

ACCEL LIMITED CHENNAI

ACCEL

0	0	0		0	71.33	0		0		41501286
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	71.33	0		0		41501286
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	71.33	0	0.00	0		41501286

Table III - Statement showing shareholding pattern of the Public shareholder

	Category and Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			
									No. of Voting Rights			Total as a % of Total Voting Rights
									Class X	Class y	Total	
(1)	Institutions (Domestic)											
A	Mutual Funds/UTI		4	2144			2144	0.00			0	
	Name											
B	Venture capital Funds		1	137080			137080	0.24			0	
	Name											
C	Alternate Investment Funds		0	0			0	0.00			0	
	Name											
D	Banks		4	520			520	0.00			0	

ACCEL LIMITED CHENNAI

	Name											
E	Insurance Companies		0	0			0	0.00			0	
	Name											
F	Provident Funds / Pension Funds		0	0			0	0.00			0	
	Name											
G	Asset Reconstruction Companies		0	0			0	0.00			0	
	Name											
H	Soverign Wealth Funds		0	0			0	0.00			0	
	Name											
I	NBFC registered with RBI		0	0			0	0.00			0	
	Name											
J	Other Financial Institutions		0	0			0	0.00			0	
	Name											
K	Any other (Specify)		0	0			0	0.00			0	
	Name											
	Sub Total B(1)		**9**	**139744**	**0**	**0**	**139744**	**0.24**	**0**	**0**	**0**	
(2)	**Institutions (Foreign)**											
A	Foreign Direct Investment		0	0			0	0.00			0	
	Name											
B	Foreign Venture Capital Investors		0	0			0	0.00			0	
	Name											
C	Sovereign Wealth Funds		0	0			0	0.00			0	

ACCEL LIMITED CHENNAI

ACCEL

	Name											
D	Foreign Portfolio Investors - Cat I		0	0			0	0.00			0	
	Name											
E	Foreign Portfolio Investors - Cat II		0	0			0	0.00			0	
	Name											
F	Overseas Depository Holdings (Holding DRs) (Balancing Figure)		0	0			0	0.00			0	
	Name											
G	Any Other (Specify)		0	0			0	0.00			0	
	Name											
	Sub Total B (2)		0	0	0	0	0	0.00	0	0	0	
(3)	**Central Government / State Government**											
a	Central Government / President of India						0	0.00			0	
	Name											
b	State Government / Governor		0	0			0	0.00			0	
	Name											
c	Shareholding by Companies or Bodies Corporate where Central Government / State Government is a Promotor		1	5824			5824	0.01			0	

ACCEL LIMITED CHENNAI

ACCEL

	Name											
	Sub Total B(3)		**1**	**5824**	**0**	**0**	**5824**	**0.01**	**0**	**0**	**0**	
(4)	**Non-Institutions**											
A	Associate Companies / Susidiaries						0	0.00			0	
	Name											
B	Directors & Relatives (Excluding Independent Directors & Nominee Directors)						0	0.00			0	
	Name											
C	Key Managerial Personnel		0	0			0	0.00			0	
	Name											
D	Relatives of Promoters (Other than "Immediate Relatives" of Promoters as disclosed under "Promoter and Promoter Group" category)						0	0.00			0	
	Name											
E	Trust where any person belonging to "Promoter & Promoter Group" category is						0	0.00			0	

	"trustee", "beneficiary" or "author of the trust:											
	Name											
F	Investor Education and Protection Fund (IEPF)		0	0			0	0.00			0	
	Name											
G	Resident Individuals holding Nominal Share Capital upto Rs.2 Lakhs		13319	6458281	0		6458281	11.10			0	
	Name				0							
H	Resident Individual holding Nominal Share Capital in excess of Rs.2 Lakhs		79	8796275	0		8796275	15.12			0	
	Name				0							
I	Non Resident Indians		68	335089	0		335089	0.58			0	
	Name				0							
J	Foreign Nationals		0	0	0		0	0.00			0	
	Name				0							
K	Foreign Companies		1	560	0		560	0.00			0	
	Name				0							
L	Bodies Corporate		63	480924	0		480924	0.83			0	
	Name				0							
M	Any other (Specify)		180	460668	0		460668	0.79			0	
	Name											

ACCEL LIMITED CHENNAI

ACCEL

	Sub Total B(4)		13710	16531797	0	0	16531797	28.42	0	0	0	
	Total Public Shareholding (B)= (B)(1)+(B)(2) +(B)(3)+B(4)		13720	16677365	0	0	16677365	28.67	0	0	0	
	Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):											
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
	Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat / unclaimed suspense account,											

	voting rights which are frozen etc.											
	UNCLAIMED SHARES SUSPENSE ACCOUNT			0			0	0.00			0	

No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	Sub categorization of shares (XV)		
							Shareholding (No of shares) under		
		No. (a)	As a % of total Shares held (b)	No. (Not Applicable) (a)	As a % of total Shares held (Not Applicable) (b)		Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity Sub Category (i)	Shareholders who have entered into shareholder agreement with the listed entity Sub Category (ii)	Shareholders acting as persons in concert with promoters. Sub Category (iii)

	0.00	0	0		0	0			
	0.24	0	0		0	137080			
	0.00	0				0			
	0.00	0	0		0	400			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
0	**0.24**	**0**	**0**		**0**	**137480**			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			

	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
0	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.01	0	0		0	5824			
0	**0.01**	**0**				**5824**			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			

	0.00	0				0			
	0.00	0				0			
	11.10		0.00		0	6218288			
	15.12	0	0		0	8716275			
	0.58	0	0		0	333689			
	0.00	0				0			
	0.00	0	0		0	560			
	0.83	0	0		0	476444			
	0.79	0	0		0	460668			
0	**28.42**	**0**	**0.00**	**0**		**16205924**			
0	**28.67**	**0**	**0.00**	**0**		**16349228**			
	0.00								
	0.00								
	0.00								

ACCEL LIMITED CHENNAI

	0.00								
	0.00								
	0.00								
	0.00								

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares under column no. (XV) will be based on shareholding (no. of shares) under the following sub-categories: (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity. (ii) Shareholders who have entered into shareholder agreement with the listed entity. (iii) Shareholders acting as persons in concert with promoters.

ACCEL LIMITED CHENNAI

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Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category and Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding % ocalculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class y	Total								
(1)	Custodian / DRHolder (c) (1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0
(a)	Name of DR Holder if available																NA		

																	NA	
(2)	Employee Benefit Trust (under SEBI(Share Based Employee Benefit) Regulations, 2014) (c) (2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0
	Name																NA	
	Total Non-Promoter - Non Public Shareholding (C)= (C) (1) +(C) (2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0

ACCEL LIMITED CHENNAI

Table V - Statement showing details of Significant Beneficial Owners

S No	Details of Significant Beneficial Owners (I)			Details of Registered Owner (II)			Particulars of the Shares in which significant beneficial interest is held by the beneficial owner (III)		Date of creation . Acquisition of Significant Beneficial Interest (IV)
	Name	PAN	Nationality	Name	PAN	Nationality	Number of Shares	Shareholding as % of Total No of Shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	

ACCEL LIMITED CHENNAI

ACCEL

Table VI - Statement showing foreign ownership

Particulars	Board approved limits	Limits utilized
As on shareholding date	100%	0.11 %
As on the end of previous 1st quarter	100%	0.13 %
As on the end of previous 2nd quarter	100%	0.15 %
As on the end of previous 3rd quarter	100%	0.14 %
As on the end of previous 4th quarter	100%	0.13 %

S.V.R

ACCEL LIMITED CHENNAI

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ACCEL LIMITED

Annexure - III

1. Name of Listed Entity : ACCEL LIMITED
2. Scrip Code/Name of Scrip/Class of Security
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1) (c) : Reg 31(1)(b)

a. If under 31(1)(b) then indicate the report for Quarter ending : 30-03-2024

b. If under 31(1)(c) then indicate date of allotment/extinguishment :

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes / No
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?	No
3	Whether the Listed Entity has any shares against which depository receipts are issued?	No
4	Whether the Listed Entity has any shares in locked-in?	No
5	Whether any shares held by promoters are pledge or otherwise encumbered?	No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

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ACCEL LIMITED CHENNAI

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total								
(A)	Promoter & Promoter Group	4	41235661	0	0	41235661	71.62	0	0	0		0	71.62	0	0.00	0		41235661
(B)	Public	13715	16336740	0	0	16336740	28.38	0	0	0		0	28.38		0.00	NA		16008603
(C)	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0
(C1)	Shares Underlying DRs	0	0	0	0	0	NA	0	0	0	0	0	0	0	0	NA		0

(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0
	Total	13719	57572401	0	0	57572401	100.00	0	0	0		0	100.00	0	0.00	0		57244264

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category and Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)
Indian							
Individual/Hindu Undivided Family		4	41235661	0	0	41235661	71.62
Name							
Central Government/ State Governments		0	0	0	0	0	0.00
Name							
Financial Institutions / Banks		0	0	0	0	0	0.00
Name							
Any other (Specify)		0	0	0	0	0	0.00
Name							
Sub Total A(1)		4	41235661	0	0	41235661	71.62
Foreign							

ACCEL LIMITED CHENNAI

Individual (Non resident Individuals / Foreign individuals)		0	0	0	0	0	0.00
Name							
Government		0	0	0	0	0	0.00
Name							
Institutions		0	0	0	0	0	0.00
Name							
Foreign Portfolio Investor		0	0	0	0	0	0.00
Name							
Any other (Specify)		0	0	0	0	0	0.00
Name							
Sub Total A(2)		0	0	0	0	0	0.00
Total shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)		4	41235661	0	0	41235661	71.62

Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
No. of Voting Rights			Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
Class X	Class y	Total								

0	0	0		0	71.62	0		0		41235661
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	71.62	0		0		41235661
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	0.00	0		0		0
0	0	0		0	71.62	0	0.00	0		41235661

ACCEL LIMITED CHENNAI

Table III - Statement showing shareholding pattern of the Public shareholder

	Category and Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			
									No. of Voting Rights			Total as a % of Total Voting Rights
									Class X	Class y	Total	
(1)	Institutions (Domestic)											
a	Mutual Funds/UTI		4	2144			2144	0.00			0	
	Name											
b	Venture capital Funds		1	137080			137080	0.24			0	
	Name											
c	Alternate Investment Funds		0	0			0	0.00			0	
	Name											
d	Banks		4	520			520	0.00			0	

ACCEL LIMITED CHENNAI

ACCEL

	Name											
e	Insurance Companies		0	0			0	0.00			0	
	Name											
f	Provident Funds / Pension Funds		0	0			0	0.00			0	
	Name											
g	Asset Reconstruction Companies		0	0			0	0.00			0	
	Name											
h	Soverign Wealth Funds		0	0			0	0.00			0	
	Name											
i	NBFC registered with RBI		0	0			0	0.00			0	
	Name											
j	Other Financial Institutions		0	0			0	0.00			0	
	Name											
k	Any other (Specify)		0	0			0	0.00			0	
	Name											
	Sub Total B(1)		**9**	**139744**	**0**	**0**	**139744**	**0.24**	**0**	**0**	**0**	
(2)	**Institutions (Foreign)**											
a	Foreign Direct Investment		0	0			0	0.00			0	
	Name											
b	Foreign Venture Capital Investors		0	0			0	0.00			0	
	Name											
c	Sovereign Wealth Funds		0	0			0	0.00			0	

ACCEL LIMITED CHENNAI

ACCEL

	Name											
d	Foreign Portfolio Investors - Cat I		0	0			0	0.00			0	
	Name											
e	Foreign Portfolio Investors - Cat II		0	0			0	0.00			0	
	Name											
f	Overseas Depository Holdings (Holding DRs) (Balancing Figure)		0	0			0	0.00			0	
	Name											
g	Any Other (Specify)		0	0			0	0.00			0	
	Name											
	Sub Total B (2)		0	0	0	0	0	0.00	0	0	0	
(3)	**Central Government / State Government**											
a	Central Government / President of India						0	0.00			0	
	Name											
b	State Government / Governor		0	0			0	0.00			0	
	Name											
c	Shareholding by Companies or Bodies Corporate where Central Government / State Government is a Promotor		1	5824			5824	0.01			0	

	Name											
	Sub Total B(3)		**1**	**5824**	**0**	**0**	**5824**	**0.01**	**0**	**0**	**0**	
(4)	**Non-Institutions**											
a	Associate Companies / Susidiaries						0	0.00			0	
	Name											
b	Directors & Relatives (Excluding Independent Directors & Nominee Directors)						0	0.00			0	
	Name											
c	Key Managerial Personnel		0	0			0	0.00			0	
	Name											
d	Relatives of Promoters (Other than "Immediate Relatives" of Promoters as disclosed under "Promoter and Promoter Group" category)						0	0.00			0	
	Name											
e	Trust where any person belonging to "Promoter & Promoter Group" category is						0	0.00			0	

ACCEL LIMITED CHENNAI

ACCEL

	"trustee", "beneficiary" or "author of the trust:											
	Name											
f	Investor Education and Protection Fund (IEPF)		0	0			0	0.00			0	
	Name											
g	Resident Individuals holding Nominal Share Capital upto Rs.2 Lakhs		13316	6380156	0		6380156	11.08			0	
	Name				0							
h	Resident Individual holding Nominal Share Capital in excess of Rs.2 Lakhs		78	8733775	0		8733775	15.17			0	
	Name				0							
i	Non Resident Indians		67	135089	0		135089	0.23			0	
	Name				0							
j	Foreign Nationals		0	0	0		0	0.00			0	
	Name				0							
k	Foreign Companies		1	560	0		560	0.00			0	
	Name				0							
l	Bodies Corporate		63	480924	0		480924	0.84			0	
	Name				0							
m	Any other (Specify)		180	460668	0		460668	0.80			0	
	Name											
	Sub Total B(4)		**13705**	**16191172**	**0**	**0**	**16191172**	**28.12**	**0**	**0**	**0**	

	Total Public Shareholding (B)= (B)(1)+(B)(2) +(B)(3)+B(4)		13715	16336740	0	0	16336740	28.38	0	0	0	
	Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):											
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
							0	0.00			0	
	Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat / unclaimed suspense account, voting rights which are frozen etc.											

ACCEL LIMITED CHENNAI

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	UNCLAIMED SHARES SUSPENSE ACCOUNT			0			0	0.00			0	

No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	Sub categorization of shares (XV)		
							Shareholding (No of shares) under		
		No. (a)	As a % of total Shares held (b)	No. (Not Applicable) (a)	As a % of total Shares held (Not Applicable) (b)		Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity Sub Category (i)	Shareholders who have entered into shareholder agreement with the listed entity Sub Category (ii)	Shareholders acting as persons in concert with promoters. Sub Category (iii)
	0.00	0	0		0	0			

	0.24	0	0		0	137080			
	0.00	0				0			
	0.00	0	0		0	400			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
0	0.24	0	0		0	137480			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			

	0.00	0				0			
	0.00	0				0			
0	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.01	0	0		0	5824			
0	**0.01**	**0**				**5824**			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			
	0.00	0				0			

	0.00	0				0			
	0.00	0				0			
	11.08		0.00		0	6140163			
	15.17	0	0		0	8653775			
	0.23	0	0		0	133689			
	0.00	0				0			
	0.00	0	0		0	560			
	0.84	0	0		0	476444			
	0.80	0	0		0	460668			
0	**28.12**	**0**	**0.00**	**0**		**15865299**			
0	**28.38**	**0**	**0.00**	**0**		**16008603**			
	0.00								
	0.00								
	0.00								

	0.00								
	0.00								
	0.00								
	0.00								

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the names of the shareholders holding 1% or more than 1% of shares of the listed entity. Column no. (XIII) is not applicable in the above format.

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

(4) Categorization and disclosure of each shareholder category should be carried out in the order prescribed in the above format. If a shareholder is falling under more than one category, then the same shall be classified in the category falling first in the order prescribed in the above format. Shareholding under any of the categories shall be unique and will not be duplicated under multiple categories.

(5) Sub-categorization of shares under column no. (XV) will be based on shareholding (no. of shares) under the following sub-categories: (i) Shareholders who are represented by a nominee Director on the board of the listed entity or have the right to nominate a representative (i.e. Director) on the board of the listed entity. (ii) Shareholders who have entered into shareholder agreement with the listed entity. (iii) Shareholders acting as persons in concert with promoters.

ACCEL LIMITED CHENNAI

ACCEL

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category and Name of the Shareholders (I)	PAN (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding % ocalculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of Total Voting Rights							
									Class X	Class y	Total				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(1)	Custodian / DRHolder (c) (1)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA		0
(a)	Name of DR Holder if available																NA		

																	NA	
(2)	Employee Benefit Trust (under SEBI(Share Based Employee Benefit) Regulations, 2014) (c) (2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0
	Name																NA	
	Total Non-Promoter - Non Public Shareholding (C)= (C) (1) +(C) (2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	0

Table V - Statement showing details of Significant Beneficial Owners

S No	Details of Significant Beneficial Owners (I)			Details of Registered Owner (II)			Particulars of the Shares in which significant beneficial interest is held by the beneficial owner (III)		Date of creation . Acquisition of Significant Beneficial Interest (IV)
	Name	PAN	Nationality	Name	PAN	Nationality	Number of Shares	Shareholding as % of Total No of Shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	

ACCEL LIMITED CHENNAI

ACCEL

Table VI - Statement showing foreign ownership

Particulars	Board approved limits	Limits utilized
As on shareholding date	100%	0.11 %
As on the end of previous 1st quarter	100%	0.13 %
As on the end of previous 2nd quarter	100%	0.15 %
As on the end of previous 3rd quarter	100%	0.14 %
As on the end of previous 4th quarter	100%	0.13 %

S.V.R

ACCEL LIMITED CHENNAI

ACCEL

Annexure IV

S K RAM ASSOCIATES

Chartered Accountants
Old No. 57/2, New No. 165
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
skram1.associates@gmail.com

Phone : (91) (44) 24993637
(91) (44) 24991644

SCHEME OF AMALGAMATION - AUDITOR'S CERTIFICATE
NET WORTH PRE AMALGAMATION

To,
The Board of Directors,
Accel Limited,
3rd floor, SFI Complex, 178,
Valluvarkottam High Road,
Nungambakkam,
Chennai – 600 034.

1. At the request of Accel Limited ("Transferee Company"), we have examined the computation of pre amalgamation net worth of Accel Media Ventures Limited ("Transferor Company") the transferor Company as at 31st March, 2024 of the Company.

2. It has been explained to us that as per the draft Scheme of Amalgamation ("Scheme") between Accel Limited ("Transferee Company") with Accel Media Ventures Limited ("Transferor Company") their respective shareholders and creditors, the Company proposes to amalgamate the Transferor Company with itself, under Sections 230 to 232 of the Companies Act 2013. The Appointed date as per scheme of amalgamation is 1st April 2024.

3. The account balances (Equity Share Capital and Other Equity) used in the computation of pre amalgamation net worth of the Company as at 31st March 2024 has been traced from the audited books of accounts of the Transferor Company for year ended 31st March 2024, made available to us. As represented to us, the Scheme is proposed to be filed with the National Company Law Tribunal (NCLT).

4. The accompanying figures of Net Worth are the responsibility of Company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance note on Audit reports and certificates for special purposes issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.

5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre amalgamation Net worth as at 31st March 2024,is as given below:

S K RAM ASSOCIATES

Chartered Accountants
Old No. 57/2, New No. 103
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
skram1.associates@gmail.com

Phone : (91) (44) 24993637
(91) (44) 24991644

Rs. In Lakhs

Particulars	Pre amalgamation
Equity Share Capital	521.80
Free reserves	-1120.87
Total Net worth	**-599.08**

6. "Net Worth" means the sum total of the paid up capital and free reserves after deducting the revaluation reserve.

7. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the BSE Limited and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S K Ram Associates
Firm Registration no.: 2842S
Chartered Accountants

R. Balaji
Membership No.: 202916
UDIN No.: 24202916BKCBTT3369
Chennai, Dt.: 18/07/2024

S K RAM ASSOCIATES

Chartered Accountants
Old No. 57/2, New No. 103
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
skram1.associates@gmail.com

Phone : (91) (44) 24993637
(91) (44) 24991644

Details of Assets , Liabilities , revenue and networth as at 31st March 2024 of the companies involved in the scheme , both pre and post scheme in relation to the draft Scheme of Arrangement (Scheme) between Accel Limited And Accel Media Ventures Limited and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act,2013 .

Amount in Rs. Lakh

Accel Limited

Particulars	**Pre amalgamation**	**Post amalgamation**
Property, plant and equipment , Investment Property,Intangible assets Including Intangible assets under development ,Right of Use Assets	9,039.99	9,165.22
Financial Assets	10,132.17	9,222.74
Other Assets	390.66	404.22
Total Assets	**19,562.82**	**18,792.19**
Financial Liabilities	10,630.69	10,929.55
Other Liabilities	1,403.00	1,491.53
Total Liabilities	**12,033.70**	**12,421.08**
Equity Share Capitals	1,151.45	1,163.57
Free Reserves (Refer Note 2)	4,014.94	2,844.81
Total Net Worth	**5,166.39**	**4,008.38**
Gross Revenue from Sale of Products and service	**16,633.49**	**16,709.02**

Accel Media Ventures Limited

Particulars	**Pre amalgamation**	**Post amalgamation**
Property, plant and equipment , Investment Property,Intangible assets Including Intangible assets under development ,Right of Use Assets	125.23	-
Financial Assets	165.36	-
Other Assets	13.55	-
Total Assets	**304.15**	-
Financial Liabilities	814.70	-
Other Liabilities	88.53	-
Total Liabilities	**903.23**	-
Equity Share Capitals	521.80	-
Free Reserves (Refer Note 2)	-1,120.88	-
Total Net Worth	**-599.08**	-
Gross Revenue from Sale of Products and service	**97.06**	-

S.K. RAM ASSOCIATES ★ CHENNAI ★ CHARTERED ACCOUNTANTS

S K RAM ASSOCIATES

Chartered Accountants
Old No. 57/2, New No. 103
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
skram1.associates@gmail.com

Phone : (91) (44) 24993637
(91) (44) 24991644

Note :

1 The Transferor Company Accel Media Venture Limited was incorporated on 15th October 1987 , as a Subsidiary Company of Accel limited and was engaged in the business activities related to Visual Effects (VFX) on a going concern basis

2 Net Worth has been computed as the aggregate value of the paid-up share capital and all reserves created out of the profits , securities premium account and debit or credit balance of profit and loss account after deducting the aggreagate value of the accumulated losses, deffered expenditure and miscellaneous expenditure not written off , as per the audited balance sheet , but does not include reserves created out of revaluation of assets , written-back of depreciation and amalgamtion .

3 The assets , liabilities and net worth of the Merged entities have been calculated on the basis of the scheme and audited financial statements of the Merged Companies as on 31st March 2024 . The calculation are provisional and prepared to indicate the effect of the proposed merger on the financial position / perforance of the merged companies.

4 This certificate is issued on the request of the company for the proposed merger of Accel Media Ventures Limited with Accel Limited and should not be used for any other purpose without prior written consent of the undersigned.

For S K Ram Associates
Firm Registration no.: 28425
Chartered Accountants

S K RAM ASSOCIATES CHENNAI CHARTERED ACCOUNTANTS

R. Balaji
Membership No.: 202916
UDIN No.: 24202916BKCBSW3339
Chennai, Dt.: 05/07/2024

Annexure – VI

ACCEL LIMITED

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sirs/Madam,

SUB: UNDERTAKING
REF: SCRIP CODE- 517494

With reference to the above subject, we Accel Limited, pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 for approval Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Merger of Accel Media Ventures Limited with Accel Limited and their respective shareholders ('Scheme') to be filed under Sections 230-232 of Companies Act, 2013, do hereby confirm that-

i. The proposed Scheme of Arrangement is in accordance with the Memorandum of Association & Articles of Association of the Companies involved in the scheme of arrangement.
ii. The Accounting treatment specified in the scheme is in compliance with the Accounting Standards/Indian Accounting Standards.
iii. The scheme is in compliance with the applicable securities laws.
iv. The arrangement proposed in the scheme is yet to be executed.
v. No arrangement or agreement was entered between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.
vi. No action was taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.

Yours faithfully,
For ACCEL LIMITED

S. V. R

Accel Limited Chennai

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 0660073

K. S. AIYAR & CO
CHARTERED ACCOUNTANTS

54/2 Paulwells Road
St. Thomas Mount
Chennai 600 016
Tel: 91 44 2233 0206
91 44 2233 0207
Grams : VERIFY
www.KSAiyar.com
chennaiadmin@ksaiyar.com

The Board of Directors of ACCEL Limited
3rd Floor, SFI Complex,
No.178, Valluvarkottam High Road,
Nungambakkam,
Chennai 600034.

Independent Auditor's Certificate certifying the accounting treatment contained in the Draft Scheme of Amalgamation between ACCEL MEDIA VENTURES LIMITED (AMVL or Transferor Company) with ACCEL Limited, (AL or Transferee Company).

1. This certificate is issued in accordance with the terms of our engagement letter dated 14.06.2024.

2. We, M/s. K. S. Aiyar & Co., Chartered Accountants, (Firm Registration No.: 100186W), Chennai, the Statutory Auditors of ACCEL LIMITED, (AL or Transferee Company or the company),have examined the proposed accounting treatment specified in Part-IV ItemNo.7 of the Draft Scheme of Amalgamation (Merger) between ACCEL MEDIA VENTURES LIMITED (AMVL or Transferor Company) withACCEL Limited ("Draft scheme") as approved by the Board of Directors of the Company in their meeting held on June 24, 2024, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, applicable Indian accounting Standards notified under the Companies Act, 2013 and other generally accepted accounting principles.

Management'sresponsibility

3. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards and other generally accepted accounting principles as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Draft Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Offices in
Mumbai Kolkata Bengaluru
Coimbatore Hyderabad

Auditor'sresponsibility

4. Our responsibility is only to examine and report whether the accounting treatment referredto in Part-IV Item No.7 of the Proposed Draft Scheme referred to above comply with the applicable Indian Accounting Standards and other generally accepted accounting principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

5. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued bythe Institute of Chartered Accountants of India (ICAI). Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Draft Scheme.

Opinion

7. Based on our examination and according to the information and explanations given to us,we are of the opinion that the accounting treatment contained in Part-IV Item No.7 of the Proposed Draft Scheme, is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder, applicable Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended) specified under Section 133 of the Companies Act, 2013 and other generally accepted accounting principles.

8. For ease of references, Part-IV Item No.7 of the Draft Scheme, duly authenticated on behalf of the Company, is reproduced in Annexure 1 to this Certificate and is initialed by us only for the purposes of identification.

Restriction on use

9. This certificate is issued at specific request of the Company pursuant to the requirements of circularsissuedunderSEBI(ListingObligationsandDisclosureRequirements)Regulations, 2015 for onward submission to the relevant statutory authorities as may be necessary to give effect to the Proposed Scheme. This Certificate should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For K. S. Aiyar & Co.
CharteredAccountants
FirmRegistrationNo: 100186W

(S.KALYANARAMAN)
Partner
Membership No.: 200565

Place: Chennai
Date: 24.06.2024
UDIN: 24200565BKAKZY5128

ACCEL LIMITED

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sirs,

SUB: DECLARATION BY THE COMPANY
REF: SCRIP CODE- 517494

With reference to the above subject, we Accel Limited, do hereby confirm that the following documents required to be submitted under SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 for approval Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Merger of Accel Media Ventures Limited with Accel Limited and their respective shareholders ('Scheme') to be filed under Sections 230-232 of Companies Act, 2013 are not applicable to the Company-

1. As the company is required to obtain approval from the Public shareholders through e-voting, as required under Para (A)(10)(a) of Part I of SEBI Master Circular, submission of the following document is not required:

    - An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a).
    - Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.

2. As per the Scheme, no NCDs and/or NCRPS are proposed to be issued to the shareholders of the listed entity and are to be listed. Hence, the company is not required to submit an undertaking signed by CS / MD of the company confirming compliance with the requirements Para (A)(12)(A) of Part I of SEBI Master Circular.

3. No new unlisted company is seeking listing pursuant to Scheme, hence, the company is not required to submit the confirmation of compliance with the Proviso to Para (A)(1)(b) of Part II of SEBI Mater Circular by CS/MD and statutory auditor of the company.

4. As the Scheme does not involve demerger following information is not required to be submitted

S.V.R

Accel Limited Chennai

ACCEL LIMITED

- Details of assets, liability, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement
- Assets, liability, revenue, PAT and net worth of the demerged undertaking along with a write up on the history of the demerged undertaking
- Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed/demerged entity in last three financial years.
- Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement.
- Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years
- Basis for division of assets and liabilities between divisions of Demerged entity
- Apportionment of losses of the listed company among the companies involved in the Scheme is not required to be submitted.

5. As no Composite Scheme was entered, details of shareholding of companies involved in the Scheme at each stage is not required to be submitted.

6. As per the Scheme, no Bonus shares is to be issued. Hence, the details of the bonus shares are not required to be submitted.

7. Since, the comparable companies' multiple method of Valuation is not used, the list of comparable companies considered for valuation is not required to be provided.

Yours faithfully,
For Accel Limited,

S. V. R

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Accel Limited Chennai

ACCEL LIMITED

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sirs,

SUB: DECLARATION BY THE COMPANY
REF: SCRIP CODE- 517494

With reference to the above subject, we Accel Limited, do hereby confirm that the following documents required to be submitted under SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 for approval Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Merger of Accel Media Ventures Limited with Accel Limited and their respective shareholders ('Scheme') to be filed under Sections 230-232 of Companies Act, 2013 are not applicable to the Company-

1. As the company is required to obtain approval from the Public shareholders through e-voting, as required under Para (A)(10)(a) of Part I of SEBI Master Circular, submission of the following document is not required:

   a. An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a).
   b. Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.

2. As per the Scheme, no NCDs and/or NCRPS are proposed to be issued to the shareholders of the listed entity and are to be listed. Hence, the company is not required to submit an undertaking signed by CS / MD of the company confirming compliance with the requirements Para (A)(12)(A) of Part I of SEBI Master Circular.

3. No new unlisted company is seeking listing pursuant to Scheme, hence, the company is not required to submit the confirmation of compliance with the Proviso to Para (A)(1)(b) of Part II of SEBI Mater Circular by CS/MD and statutory auditor of the company.

4. As the Scheme does not involve demerger following information is not required to be submitted

Accel Limited
Chennai

ACCEL LIMITED

a. Details of assets, liability, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement

b. Assets, liability, revenue, PAT and net worth of the demerged undertaking along with a write up on the history of the demerged undertaking

c. Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed/demerged entity in last three financial years.

d. Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement.

e. Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years

f. Basis for division of assets and liabilities between divisions of Demerged entity

g. Apportionment of losses of the listed company among the companies involved in the Scheme is not required to be submitted.

5. As no composite scheme was entered, details of shareholding of companies involved in the Scheme at each stage is not required to be submitted.

6. As per the Scheme, no Bonus shares is to be issued. Hence, the details of the bonus shares are not required to be submitted.

7. The comparable companies' multiple method of Valuation is not used, the list of comparable companies considered for valuation is not required to be provided.

8. As per the scheme, reorganization of capital is following information is not required to be submitted

   a. In the cases of capital reduction/ reorganization of capital of the Company, reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.

   b. In the cases of capital reduction/ reorganization of capital of the Company, built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, **certified by CA**.

Accel Limited Chennai

Regd. Off / Corp. Off : 3rd Floor, SFI Complex, No-178, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034. Phone : 044 - 2822 2262
Head Office : 1st Floor, MKM Building, No-55, Greams Road, Thousand Lights West, Chennai - 600 034. Phone : 044 - 4028 7960 / 7901
Realty Division : KINFRA Film & Video Park, Sainik School PO, Kazhakuttam, Thiruvananthapuram - 695 585. Phone : 0471 - 2167859
Website : www.accel.india.com | CIN : L30007TN1986PLC100219

ACCEL LIMITED

c. In the cases of capital reduction/ reorganization of capital of the Company, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.

d. In the cases of capital reduction/ reorganization of capital of the Company, the built up of the accumulated losses over the years, **certified by CA**.

Yours faithfully,
For ACCEL LIMITED

S. V. R

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Accel Limited * Chennai *

S K RAM ASSOCIATES

Chartered Accountants
Old No. 57/2, New No. 103
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
skram1.associates@gmail.com

Phone : (91) (44) 24993637
(91) (44) 24991644

Details of Share Capital Buildup

The Board of Directors,
Accel Limited,
3rd floor, SFI Complex, 178,
Valluvarkottam High Road,
Nungambakkam,
Chennai – 600 034.

We hereby certify that, as per records produced and information given, the capital buildup of transferor company M/s Accel Media Ventures Limited as under

Equity

Face value – Rs.10/- per share

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue	Cumulative capital (No of shares)
As of 31.03.2008	57,200	Rs 10/-	Rights Issue	57,200
23.08.2008	19,42,800	Rs 10/-	Rights Issue	20,00,000
10.01.2017	21,87,500	Rs 10/-	Rights Issue	41,87,500
28.01.2017	3,12,500	Rs 24/-	Rights Issue	45,00,000
10.10.2017	4,00,000	Rs 47.46	Rights Issue	49,00,000
29.03.2018	3,18,000	Rs 48/-	Conversion of loan	52,18,000

S K RAM ASSOCIATES * CHENNAI * CHARTERED ACCOUNTANTS

S K RAM ASSOCIATES

Chartered Accountants
Old No. 57/2, New No. 103
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
skram1.associates@gmail.com

Phone : (91) (44) 24993637
(91) (44) 24991644

6% Cumulative Redeemable Preference Shares of Rs.10/- each fully paid up

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue	Cumulative capital (No of shares)
22.10.2019	26,09,000	Rs 10/-	Rights Issue	26,09,000

This certificate is issued on the request of the company for the proposed merger of Accel Media Ventures Limited with Accel Limited and should not be used for any other purpose without prior written consent of the undersigned.

For S K Ram Associates
Firm Registration No.: 2842S
Chartered Accountants

R. Balaji
Membership No.: 202916
UDIN No.: 24202916BKCBSY8641
Chennai, Dt.: 06/07/2024

S K RAM ASSOCIATES
Chartered Accountants
Old No. 57/2, New No. 103
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
skram1.associates@gmail.com
Phone : (91) (44) 24993637
(91) (44) 24991644

SCHEME OF AMALGAMATION - AUDITOR'S CERTIFICATE
TAX BENEFIT POST AMALGAMATION

To,
The Board of Directors,
Accel Limited,
3rd floor, SFI Complex, 178,
Valluvarkottam High Road,
Nungambakkam,
Chennai – 600 034.

We hereby certify that, as per records produced and information given and on the basis of declaration filed by the transferor company M/s Accel Media Ventures Limited consequent to the merger with the transferee company M/s Accel Limited, the tax benefit available to the merged entity is estimated to be Rs.3.74 crores (Rupees three crores and seventy four lakhs only).

This certificate is issued on the request of the company for the proposed merger of Accel Media Ventures Limited with Accel Limited.

This certificate should not be used for any other purpose without prior written consent of the undersigned.

For S K Ram Associates
Firm Registration no.: 2842S
Chartered Accountants

S K RAM ASSOCIATES CHENNAI CHARTERED ACCOUNTANTS

R. Balaji
Membership No.: 202916
UDIN No.: 24202916BKCBSK3042
Chennai, Dt.: 03/07/2024

ACCEL LIMITED

Accel Media Ventures Limited - Valuation Approach
Valuation Approach -Income Approach
Valuation Justification

PARTICULAR	FY 25		FY 26		FY 27		FY 28		FY 29	
	Amount	%	Amount	%	Amount	%		%		%
Revenue	3,90,48,963		6,60,34,816		8,72,20,168		9,59,42,185		10,55,36,403	
EBITDA	1,03,92,963	27%	1,54,36,216	23%	1,97,68,358	23%	2,24,61,560	23%	2,54,59,900	24%
PROFIT AFTER TAX	62,95,603	16%	1,14,00,830	17%	1,64,09,037	19%	1,91,66,810	20%	2,21,96,127	21%

1. Under CCM Method, value of equity shares of a company/business undertaking is arrived at using multiple derived from valuation of comparable companies as manifest through stock exchange valuation of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to the valuation. Relevant multiples need to be chosen carefully and adjusted for difference between the circumstances. There are no listed peers which can be compared with the company for considering its business model due to nature of business, geographical differences and comparable size of the business at the valuation date. Therefore, this method is not suitable in the present case and accordingly we have not considered this method for our valuation exercise.

2. Financials of any comparable unlisted company similar in size is not available with us , as the industry is mostly unorganised with very few large players . Most of the companies in this space are either small or very big in size . Accel Media Ventures Private Limited is in the business of Digital intermediate services and Visual Effects for movies and digital content . The company has been in the media business for many years . The company was in the process of acheiving the profit at the net level , has suffered a set back during covid on account of shutdown of movie industry for 2 years due to the impact of Covid-19 and has been trying to re-establish eversince .The inability to mobilise equity or debt funds resulted in the company not able to turnaround even after the Covid recovery .

3. The company has already invested approxmetely Rs 7 crores in the business including investment in equipments and the studio infrastructure , publicity and brand building over the past years .The company now needs further investment and managerial support to quickly scale up.

4. The industry has large potential and it is highly profitable with 25-30 % EBITDA margins ; but has to compete with unorganised players . The company has already completed 250 plus movies over the last four year in VFX/DI related jobs and has a strong band image.

5. The company has in the recent past reorganized their business model so as to include IT and Media Education under the Brand name "Accel Academy", as a business unit. Accel Academy is a 33-year-old Brand owned by Accel Group having a strong Brand recall. The company also started a You Tube channel by name "Accel TV" to promote digital content which is already in possession of Accel Media and to promote new content, that can be gainfully commercialized, with infusion of some more funds. Accel TV has already garnered more than 144,000 subscribers in a short span of time. The projected business and financial model have been prepared, considering the growth of these two additional businesses. The transferor company, with these three business units has put together its plans for the future. The company's thrust in three business lines as explained above, will achieve a smart turnaround of the company.

For ACCEL LIMITED

S. V. R

Accel Limited Chennai

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Annexure – XII

ACCEL LIMITED

REPORT ON UNPAID DUES AS ON 08th JULY 2024

Sr. No.	Particulars	Details of dues/fine	Amount	Reason for non-payment
1	Pending Dues of SEBI	Nil	Nil	NA
2	Pending Dues of Stock Exchanges	Nil	Nil	NA
3	Pending Dues of Depositories	Nil	Nil	NA

For ACCEL LIMITED

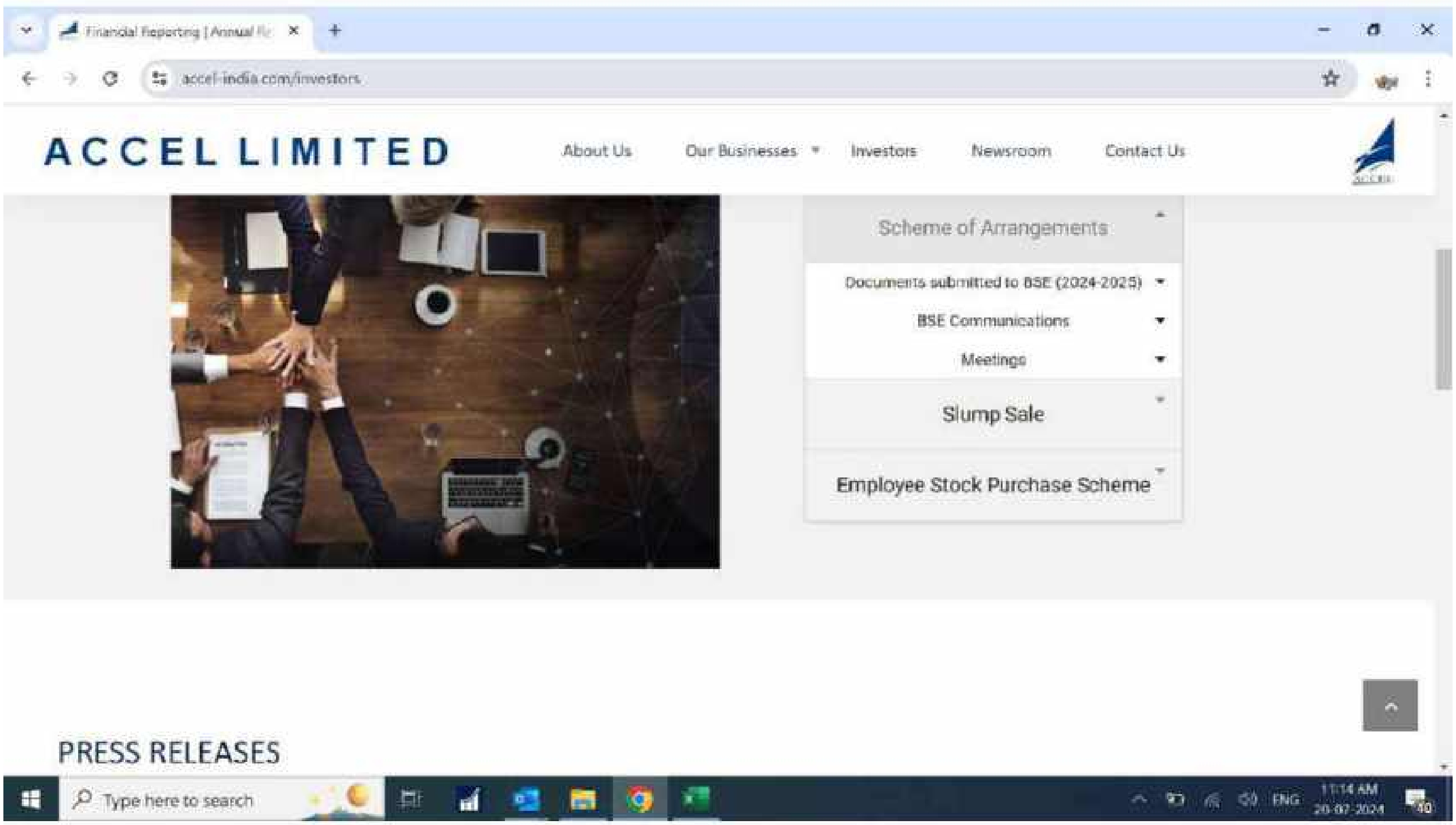
S. V. R

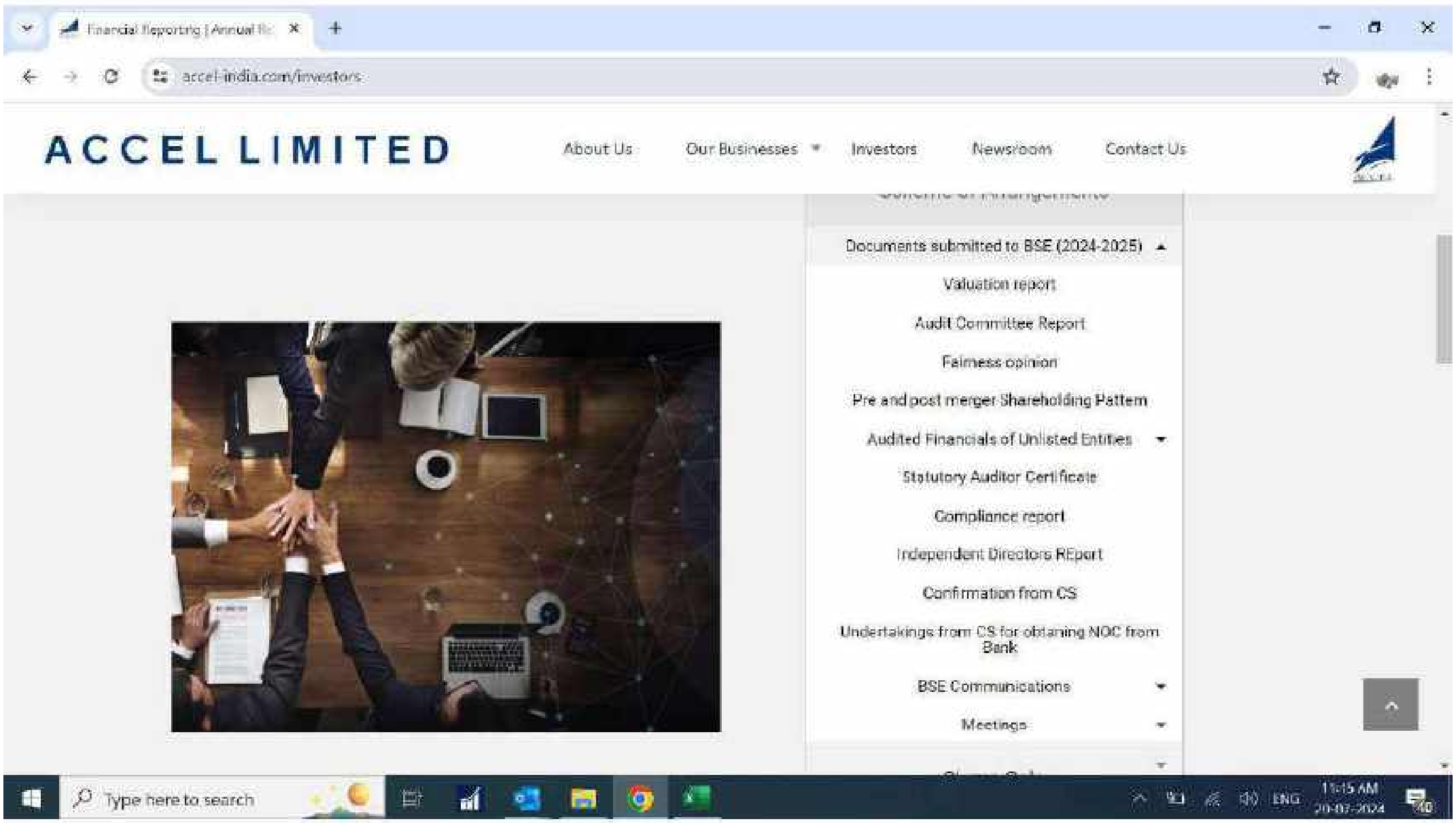
ACCEL LIMITED CHENNAI

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Date: 23.07.2024

Regd. Off / Corp. Off : 3rd Floor, SFI Complex, No-178, Valluvar Kottam High Road, Nungambakkam, Chennai - 600 034. Phone : 044 - 2822 2262
Head Office : 1st Floor, MKM Building, No-55, Greams Road, Thousand Lights West, Chennai - 600 034. Phone : 044 - 4028 7960 / 7901
Realty Division : KINFRA Film & Video Park, Sainik School PO, Kazhakuttam, Thiruvananthapuram - 695 585. Phone : 0471 - 2167859
Website : www.accel.india.com | CIN : L30007TN1986PLC100219


Financial Reporting | Annual Re
accel-india.com/investors
ACCEL LIMITED
About Us
Our Businesses
Investors
Newsroom
Contact Us
Scheme of Arrangements
Documents submitted to BSE (2024-2025)
BSE Communications
Meetings
Slump Sale
Employee Stock Purchase Scheme
PRESS RELEASES
Type here to search
ENG
11:14 AM
20-07-2024


Financial Reporting | Annual Re
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ACCEL LIMITED
About Us
Our Businesses
Investors
Newsroom
Contact Us
Documents submitted to BSE (2024-2025)
Valuation report
Audit Committee Report
Fairness opinion
Pre and post merger Shareholding Pattern
Audited Financials of Unlisted Entities
Statutory Auditor Certificate
Compliance report
Independent Directors REport
Confirmation from CS
Undertakings from CS for obtaining NOC from Bank
BSE Communications
Meetings
Type here to search
ENG
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