



ACCELTRANSMATIC LTD

Registered Office: T.C. 17/27, Jagathy, Trivandrum 695 014

POSTAL BALLOT NOTICE (Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given that pursuant to Section 17 read with Section 192A(2) of the Companies Act, 1956 and The Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (the rules) the Company is seeking consent of the Shareholders through a Special Resolution, set out below, for the shifting of the Registered Office from the State of Kerala to State of Tamil Nadu and for alteration in Clause II of the Memorandum of Association of the Company pursuant to the change in the registered office address of the Company.

An Explanatory Statement pertaining to the said Special Resolutions setting out the material facts and the reasons for the proposal is annexed. The said Special Resolutions, Explanatory Statement, the Postal Ballot Form (the 'Form') are being sent along with this Notice for your consideration. The dispatch of the Ballot papers is being authorised as per Rule 2A of the Postal Ballot Rules.

The Board of Directors of the Company has appointed Mr. G. Raman Pillai, Practising Company Secretary, Bhasuram, Neeramonkara, Trivandrum 695040, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer before the closing of working hours on 23rd January 2013 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman or any authorised Director of the Company after completion of the scrutiny and the results of Postal Ballot will be announced on 25th January 2013 at the registered office of the Company at 11.00 a.m.

The Company has not availed the e-voting for this Postal Ballot process. Hence, entire voting will be casted through physical Postal Ballot Form.

SHIFTING OF REGISTER OFFICE FROM THE STATE OF KERALA TO THE STATE OF TAMIL NADU

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

"RESOLVED THAT pursuant to the provisions of the Section 17, 146, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Regional Director or Central Government / any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Kerala to the State of Tamil Nadu and that the Clause II of the Memorandum of Association of the Company be substituted by the following clause:

"II. The registered office of the Company will be situated in the State of Tamil Nadu, i.e. within the jurisdiction of the Registrar of Companies, Tamil Nadu at Chennai."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from TC. 17/27, Jagathy, Thiruvananthapuram -695 014, State of Kerala to ACCEL HOUSE, 75 Nelson Manickam Road, Aminjikarai, Chennai 600 029 or such other place in the State of Tamil Nadu (within the jurisdiction of the Registrar of Companies, Tamil Nadu at Chennai.) as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take such steps and to do such acts & deeds as they may deem necessary and proper in this matter."

Date: 9.11.2012
Place: Chennai

Registered Office :
T.C. 17/27, Jagathy
Trivandrum 695 014

By Order of the Board

S.T.Prabhu
Director & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Board of Directors accordingly recommends these resolutions for approval of the members.

The Company was incorporated under the provision of the Companies Act, 1956, in the State of Kerala. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the State of Kerala.

Accel Transmatic Limited is a group company of Accel Limited which is engaged in several activities with registered office and corporate office located in Chennai. All senior Management team of the group is located in Chennai.

Accel Transmatic Limited is having its main activities in Animation content development and it has two studios, the major one located in Chennai and the other one located in Trivandrum. Since Media Industry is mostly located in Chennai and elsewhere in India, for the ease of operations and effective Management control it is felt the registered office needs to be shifted to Chennai, Tamil Nadu.

As per the Share holding pattern the majority of shares are held by Share Holders residing in Tamil Nadu.

Your approval is sought for voting by postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (passing of Resolutions by Postal Ballot) Rules, 2011.

In accordance with the provision of Section 17 of the Companies Act, 1956 pursuant to the shifting of the Registered Office from one state to another alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change. Further, pursuant to the provisions of Section 192A of the Companies Act, 1956 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the Special Resolution for shifting of Registered Office for a listed Company from one state to another is required to be passed by way of Postal Ballot.

In view of the above your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the State of Kerala to the State of Tamil Nadu and for altering Clause II of the Memorandum of Association of the Company by substituting the words "State of Kerala" by the words "State of Tamil Nadu".

The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

The Board recommends the aforesaid Special Resolution for your approval.

None of the Directors of the Company are concerned or interested in the said resolution except in the capacity as member of the Company.

Date: 9.11.2012

Place: Chennai

Registered Office :

T.C. 17/27, Jagathy

Trivandrum 695 014

By Order of the Board

S.T.Prabhu
Director & Company Secretary