



ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED
ANNUAL REPORT FOR THE FINANCIAL YEAR 2017-2018

THE BOARD OF DIRECTORS (As on July 06, 2018)

Mr. Nikhil Mahajan	: Director
Mr. Sujit Bhattacharyya	: Director
Mr. Ajit Kumar	: Director

<u>STATUTORY AUDITORS</u> (Financial Year 2017-18)	: MNV & Co. Chartered Accountants
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<u>REGISTERED OFFICE AND CORPORATE OFFICE</u>	: A-41, Espire Building, Lower Ground Floor, Mohan Co-Operative Industrial Area, Main Mathura Road, New Delhi – 110 044
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ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED

CIN: U74900DL2008PTC320628

Registered Office: A-41, Espire Building, Lower Ground Floor, Mohan Co-Operative Industrial Area, Main Mathura Road, New Delhi – 110 044

Tel.: 011-4128 1100, Fax: 011-4128 1101, E-mail: rachna@careerlauncher.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 08, 2018 AT 09:00 A.M. AT A-41, ESPIRE BUILDING, LOWER GROUND FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL AREA, MAIN MATHURA ROAD, NEW DELHI – 110044, TO TRANSACT THE FOLLOWING BUSINESSES;

ORDINARY BUSINESS:

1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2018;

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended March 31, 2018, along with the reports of the Board of Directors and Statutory Auditors thereon.

2. Retirement by Rotation;

To appoint a Director in place of Mr. Ajit Kumar (DIN: 07298456), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ajit Kumar (DIN: 07298456), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

3. Ratification of Appointment of the Statutory Auditors for the Financial Year 2018-19 and to fix their remuneration in this regard;

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) thereof) and pursuant to the recommendation of the Board of Directors, and pursuant to the confirmation of the appointment of the Auditors for a period of 5 (Five) years by the members of the Company at the Annual General Meeting held on September 30, 2017, the members hereby ratify the appointment of M/s MNV & Co., Chartered Accountants (Firm Registration No. – 023682N), as the Statutory Auditors of the Company for the Financial Year 2018-19 at such remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Approval to the shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment in the Memorandum of Association of the Company;

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

"RESOLVED THAT pursuant to the provisions of Section 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of the Hon'ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and substitute the Clause-II of the Memorandum of Association of the Company by the following clause:


II. The Registered office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company shall be shifted from "A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110044" to "Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003".

RESOLVED FURTHER THAT upon receipt of the order of the Hon'ble Regional Director, Northern Region, New Delhi approving the alteration, filing of certified copy of such order with the Registrar of Companies, Delhi & Haryana and issue of fresh certificate by Registrar of Companies, NCT of Delhi and Haryana, indicating the alteration, the Registered Office of the Company be shifted from "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

RESOLVED FURTHER THAT the members of the Board, be and are hereby severally or jointly authorized to take such steps as may be necessary, and generally to do all such acts, deeds and things that may be considered necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

For and on behalf of the Board of Directors
Accendere Knowledge Management Services Private Limited


Nikhil Mahajan
Director
DIN: 00033404

Date: July 06, 2018
Place: New Delhi

Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Proxy in order to be effective must be deposited at the company's Registered Office not less than 48 (Forty Eight) hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. In the case of Corporate Member, it is requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on its behalf at the meeting.
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the Annual General Meeting of the Company.

For and on behalf of the Board of Directors
Accendere Knowledge Management Services Private Limited


Nikhil Mahajan
Director
DIN: 00033404



Date: July 06, 2018
Place: New Delhi

Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED
AT THE MEETING, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

ITEM NO. 4

At present, the Company's Registered Office is situated at the "National Capital Territory (NCT) of Delhi". For operational and administrative convenience, the management is contemplating a change in the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana".

The management is quite hopeful that the shifting of the Registered Office as aforesaid will be in the best interests of the Company, its shareholders and all other concerned stakeholders. The proposed shifting of the Registered office is not prejudicial to the interests of any party of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of registered office of a company from one State to another and consequent alteration of the registered office clause of Memorandum of Association pertaining to the place of the registered office of the Company requires approval of shareholders by way of a Special Resolution. Further, the alteration of Memorandum of Association relating to the place of Registered Office from one State to another shall not have effect unless approved by the Central Government (Powers delegated to the Regional Director).

Approval of the shareholders is, therefore, sought for shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Haryana" and consequential amendment to Memorandum of Association of the Company.

The Board of Directors of your Company, therefore, recommends the Resolution to be passed as a Special Resolution by the Members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, in passing the Proposed Resolution (Item No. 4) of the Notice.

Copies of all the documents mentioned herein above, if any, shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 A.M. to 04:00 P.M. up to the date of the Annual General Meeting of the Company.

**For and on behalf of the Board of Directors
Accendere Knowledge Management Services Private Limited**


Nikhil Mahajan
Director
DIN: 00033404

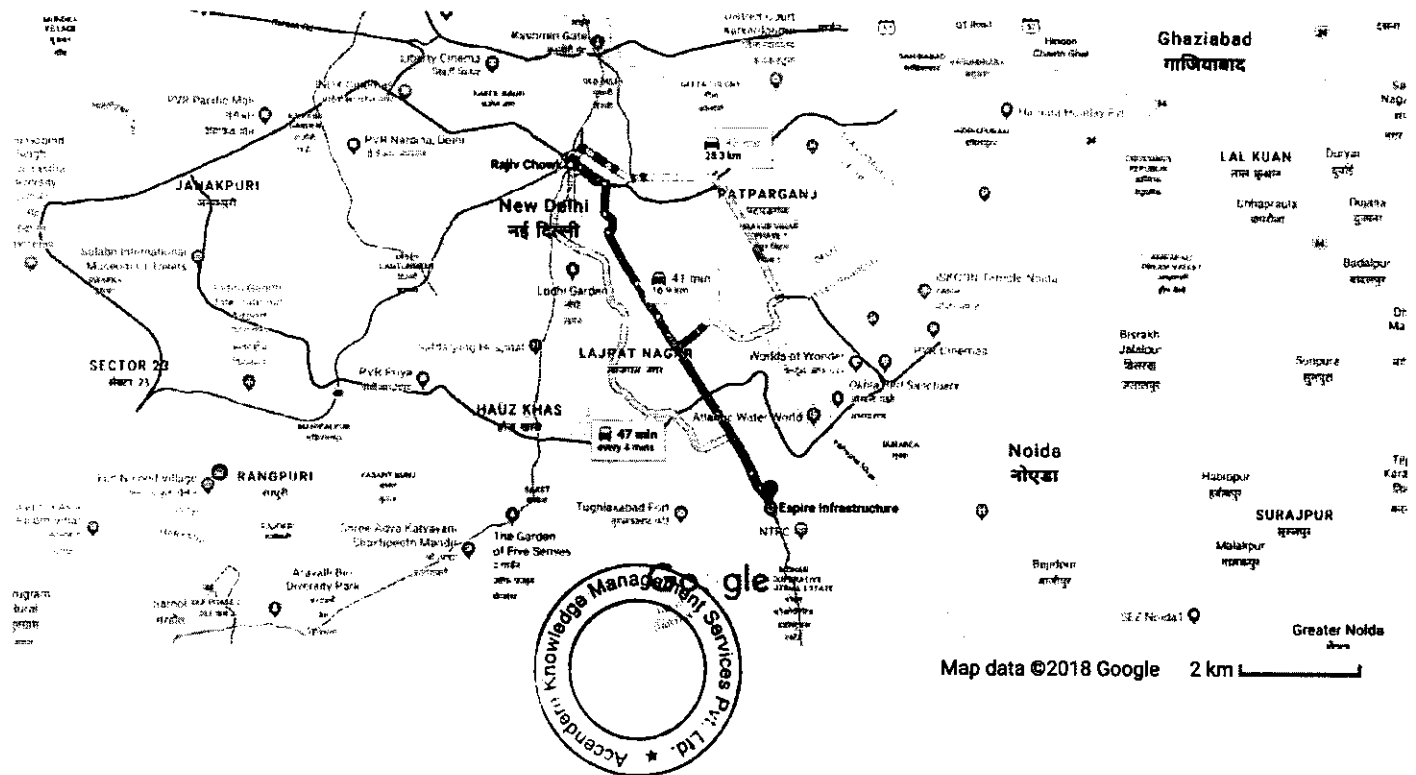


**Date: July 06, 2018
Place: New Delhi**

**Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana**

Google Maps

Route Map from Rajiv Chowk to AGM Venue 'A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Ind. Area, Main Mathura Road New Delhi 110044'



ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED

BOARD'S REPORT 2018

Your Directors are pleased to present their report on the business and operations of the Company for the financial year ended March 31, 2018.

1. FINANCIAL HIGHLIGHTS

Particulars	(Rs. in Lacs)	
	March 31, 2018	March 31, 2017
Total Income	277.81	178.43
Total expenditure	243.24	229.69
Profit / Loss Before tax	34.57	(51.26)
Tax Expenses	(1.21)	0.51
Profit / Loss after tax	35.78	(51.77)
Profits brought forward from previous year	(90.71)	(38.94)
Carried to Balance Sheet	(54.93)	(90.71)

During the financial year under review, your Company earned a total income of Rs. 277.81 Lacs as against a total income of Rs. 178.43 Lacs earned during financial year 2016-17, registering an increase of over 55.70%.

The expenditures of the Company have increased by 5.90% from a total expenditure of Rs. 229.69 Lacs during financial year 2016-17 to a total expenditure of Rs. 243.24 Lacs during financial year 2017-18.

The Company earned a Net profit after Tax of Rs.35.78 Lacs in financial year 2017-18 against a Net loss of Rs.51.77 Lacs during financial year 2016-17.

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company is currently engaged in the business of facilitating educational institutions and establishing their institutional credibility, international presence and thought leadership by improving their research output in terms of both the quality and quantity of research articles published by them.

AKMS became a wholly owned subsidiary company of CL Educate Limited with effect from April 12, 2017. CL Educate Limited (CL) (Holding Company) purchased the balance 49% i.e. 5880 no. of equity shares of the Company on April 12, 2017 for an aggregate purchase price of Rs.13,23,00,000/- (Rupees Thirteen Crore Twenty Three Lac Only). Consequently, CL now holds the entire 100% equity shares of the Company.

The Hon'ble Regional Director, Southern Region, Chennai, pursuant to its order dated June 28, 2017 had approved the shifting of the Registered Office of the Company from the "State of Tamil Nadu" to "National Capital Territory of Delhi". The new Registered office of the Company on and with effect from June 28, 2017 is A-41, Espire Building, Lower Ground Floor, Mohan Co-Operative Industrial Area, Main Mathura Road, New Delhi – 110 044.

Your Directors are optimistic about the Company's future outlook, and they expect the Company to do much better in the years to come.

3. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

Your Company does not have any subsidiary or joint ventures or associate Company.

4. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2017-18.

5. CHANGES IN CAPITAL STRUCTURE

During the financial year, there was no change in the capital structure of the Company.

6. MATERIAL CHANGES

The following Material Change has occurred between the end of the Financial Year (March 31, 2018) and the date of the report (July 06, 2018).

Pursuant to the provisions of Section 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of members of the Company by a Special Resolution and approval of the Hon'ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, the Board has provided its approval for shifting of the Registered Office from the "National Capital Territory of Delhi" to the "State of Haryana" and substitute the Clause-II of the Memorandum of Association of the Company by the following clause:

II. The Registered office of the Company will be situated in the State of Haryana.

On obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company shall be shifted from "A-41, Espire Building, Lower Ground Floor, Mohan Co-operative Industrial Area, Main Mathura Road, New Delhi – 110044" to "Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003".

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, forms part to the notes to the Financial Statements.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with Related Parties during the Financial Year 2017-18 as defined under section 2 (76) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014 were in the Ordinary Course of Business and at Arm's Length pricing basis and in accordance with the provisions of the Companies Act, 2013. The Board of Directors were reviewed and approved the transactions (which were all routine and repetitive in nature). Suitable disclosures as required under IndAS-24 have been made in the Notes to the financial statements.

Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in respect of the particulars of contracts or arrangements with related parties under section 188 in prescribed form AOC-2 is annexed as **Annexure-I** to this report.

9. AMOUNT PROPOSED TO BE CARRIED TO ANY RESERVES

The Company did not transfer any amount to reserves during the Financial Year 2017-18.

10. EXTRACT OF THE ANNUAL RETURN

Pursuant to Section 92 of the Companies Act, 2013 read with the Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in prescribed form MGT-9 is attached as **Annexure -II**.

11. DISCLOSURE OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

The Company does not carry any manufacturing activity, thus, disclosure requirements under Section 134 (3) (m) of the Companies Act 2013 read with Rule 8 (3) of the Companies Accounts Rules, 2014 are not applicable to the Company. However, wherever possible and feasible, continuous efforts have been made for conservation of energy and to minimize energy cost and to upgrade the technology with a view to increase the efficiency and to reduce cost of operations.

During the financial year under review, the Foreign Exchange earnings and outgo were nil.

12. INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has a set of Internal Financial Control Systems in place, some of which are as under:

1. All accounting entries are passed through a fully integrated and robust ERP system, through which real time reports can be generated anytime;
2. There is an appropriate maker-checker system in place, whereby there is complete manpower segregation while making the accounting entries, and while posting the same into the ERP system.
3. All the bank accounts are maintained and operated under joint signatories.

13. PARTICULARS OF EMPLOYEES

People are our most valuable asset and your Company places the engagement, development and retention of talent as its highest priority, to enable achievement of organizational vision.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, the names of the top ten employees in terms of remuneration drawn, as on March 31, 2018, along with the relevant information thereon is given in **Annexure III**.

Further, during the Financial year 2017-18, there was no employee who:

- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lacs rupees;
- (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lacs and fifty thousand rupees per month;
- (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

14. DIRECTORS

During the Financial Year 2017-18, following changes occurred in the composition of the Board of Directors:

The Designation of Mr. Nikhil Mahajan, Mr. Sujit Bhattacharyya and Mr. Ajit Kumar have been changed from Nominee Director(s) to Non-Executive Non Independent Director(s) on Board of the Company on and with effect from August 24, 2017.

Mr. Praveen Dwarakanath and Mr. Shivaraman Ramaswamy, Whole Time Director(s) of the Company have resigned from the Board of the Company on and with effect from December 31, 2017.

Retirement by Rotation at the ensuing AGM:

Mr. Ajit Kumar, Director, would retire by rotation at the forthcoming AGM, along with a proposal for his re-appointment.

As per the disclosures filed by the Directors of the Company, none of the Directors have attracted any of the Disqualifications as mentioned in Section 164 of Companies Act 2013.

15. AUDITORS

At the Board meeting held on August 24, 2018, the Board of Directors of the Company had approved of the appointment of M/s. MNV & Co., Chartered Accountants (Registration No. 023682N) for an initial term of 5 years. At the Annual General Meeting of the Company held on September 30, 2017, the members of the Company confirmed the Board's recommendation by appointing M/s. MNV & Co., Chartered Accountants (Registration No. 023682N), for an initial term of 5 years, subject to ratification at every Annual General Meeting.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors has to be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. MNV & Co., Chartered Accountants, as the statutory auditors of the Company, is placed for ratification by the shareholders.

The Company has received confirmation from the firm regarding its consent for such appointment, and eligibility under Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 for appointment as the Auditor of the Company.

The members are requested to ratify the appointment of the Auditors as well as to authorize the Board to fix the Auditor's remuneration.

In this connection, the attention of the members is invited to item no.3 of the Notice convening the Annual General Meeting 2018.

16. AUDITOR'S REPORT 2018

There are no reservations/ views/qualifications etc. of the auditors expressed in the Auditors/CARO Report 2018 and no instance of fraud has been reported by auditors under sub section (12) of section 143 of the Companies Act, 2013.

17. CORPORATE GOVERNANCE

Your company strives to ensure that the best Corporate Governance practices are identified, adopted and consistently followed in the Company. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value.

- **Remuneration paid to Whole Time Directors during 2017-18:** The Company paid a total remuneration of Rs. 7.50 Lacs i.e. Rs. 3.75 Lacs each to Mr. Praveen Dwarakanath and Mr. Shivaraman Ramaswamy, Whole-time Directors of the Company for the Financial Year 2017-18. However, Mr. Praveen Dwarakanath and Mr. Shivaraman Ramaswamy have resigned from the Board of the Company on and with effect from December 31, 2017.
- **Number of Board Meetings held during the financial year 2017-18, with dates are as under:**

S. No.	Date	Board Strength	No. of Directors Present
1	April 12, 2017	5	4
2	May 29, 2017	5	4
3	July 02, 2017	5	2
4	August 24, 2017	5	3
5	November 21, 2017	5	2
6	February 02, 2018	3	3

- **Attendance at Board Meetings held during the financial year 2017-18:**

Board	Board
Meetings held	6
Directors' Attendance	
Mr. Praveen Dwarakanath*	1
Mr. Shivaraman Ramaswamy**	1
Mr. Nikhil Mahajan	6
Mr. Sujit Bhattacharyya	6
Mr. Ajit Kumar	1

*Mr. Praveen Dwarakanath, Whole Time Director of the Company has resigned from the Board of the Company on and with effect from December 31, 2017.

**Mr. Shivaraman Ramaswamy, Whole Time Director of the Company has resigned from the Board of the Company on and with effect from December 31, 2017.

Pursuant to the provisions of Companies Act 2013, the Company is not required to constitute any committee of the Board.

18. CORPORATE SOCIAL RESPONSIBILITY

The said provisions are not applicable on the Company.

19. RISK MANAGEMENT

The Company is having in-built mechanism in all its operations to mitigate risks attendant to the industry in which the Company is operating

20. WHISTLE BLOWER/VIGILANCE POLICY

Section 177 of the Companies Act, 2013 is not applicable to your Company and hence Vigil mechanism is not required to be established.

21. DISCLOSURES

- a) No Bonus Shares were declared for the current financial year.
- b) There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- c) Your Company has not issued any Equity shares with Differential rights during the financial year under review.
- d) Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
- e) Your Company has not redeemed any preference shares or Debentures during the financial year under review.
- f) Your Company has not accepted any Public Deposits.
- g) Your Company has not bought back any of its securities during the financial year under review.
- h) No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company's operations in future.
- i) Your company did not come across any complaint by any employee during the financial year under review under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

22. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- b) appropriate Accounting Policies have been selected and applied consistently and they have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company on March 31, 2018 and of the Profit and Loss of the Company for the financial year ended on that date;
- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Annual Accounts have been prepared on a going concern basis.
- e) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

23. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the Company's customers, shareholders, vendors and bankers for their support and look forward to their continued support in the future.

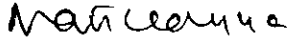
Your Directors also place on record their appreciation for the excellent contribution made by all employees who are committed to strong work ethics, excellence in performance and commendable teamwork and have thrived in a challenging environment.

**For and on behalf of the Board of Directors
Accendere Knowledge Management Services Private Limited**


Nikhil Mahajan
Director
DIN: 00033404

**Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana**

**Dated: July 06, 2018
Place: New Delhi**


Sujit Bhattacharyya
Director
DIN: 00033613

**Address: F-501, Prateek Stylome,
Sector-45, Noida-201303**

Annexure-I

Particulars of Contracts / arrangements made with related parties
[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies
(Accounts) Rules, 2014 - AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contract or arrangements of transactions not at arm's length basis: There were no contracts or arrangements or transactions entered into by the Company with any of its Related Parties during the financial year ended March 31, 2018, which were not at arm's length basis.

2. Details of Material contracts or arrangement or transactions at arm's length basis: The details of material contracts or arrangements or transactions at arm's length basis for the financial year ended March 31, 2018 are as follows:-

Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advance (if any)	Cumulative Amount of Transaction During the Financial Year ended 31.03.2018
Accendere Knowledge Management Services Pvt. Ltd. (AKMS) & CL Media Private Limited (CLM), Group entities	Research related Services rendered to/by CL Media	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18.	Service rendered by CLM Service rendered to CLM	29.05.2017 29.05.2017	Nil Nil	Nil Rs 277.59 Lacs
Accendere Knowledge Management Services Pvt. Ltd. (AKMS) & CL Educare Limited, 100% Holding company	Cost Sharing for shared infrastructure and various common administrative expenses by AKMS	These are routine and Regular Intra-Group Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2017-18.	The infrastructure at registered office is co-shared with AKMS and since it is owned by CL it was agreed that AKMS will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.	24.08.2017	Nil	Nil

**For and on behalf of the Board of Directors
Accendere Knowledge Management Services Private Limited**

Nikhil Mahajan
Nikhil Mahajan
Director
DIN: 00033404



**Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana**

**Dated: July 06, 2018
Place: New Delhi**

Sujit Bhattacharyya
Sujit Bhattacharyya
Director
DIN: 00033613

**Address: F-501, Prateek Stylome,
Sector-45, Noida-201303**

Annexure II

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74900DL2008PTC320628*
2.	Registration Date	September 19, 2008
3.	Name of the Company	Accendere Knowledge Management Services Private Limited
4.	Category/Sub-category of the Company	Private Limited Company / Limited by Shares (wholly owned subsidiary of a Public Listed Company)**
5.	Address of the Registered office & contact details	A-41, Espire Building, Lower Ground Floor, Main Mathura Road, Mohan Co-operative Ind. Area, New Delhi 110044*** Tel. No.: +91 11 - 41281100 Fax No.: +91 11 - 4128 1101
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

* The CIN of the Company has changed from U74900TN2008PTC069339 to U74900DL2008PTC320628, pursuant to shifting of Registered office of Company from one state to another.

** Pursuant to the purchase of balance 49% i.e. 5880 no. of equity shares of the Company by CL Educate Limited on April 12, 2017, AKMS became a wholly owned subsidiary of CL Educate Limited.

***Earlier, 144/15, Kailash Colony Annanagar West Extension Chennai TN.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service*	% (approx.) to total turnover of the company
1	Educational support services	8550	99.92%

*As per National Industrial Classification 2008

III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2018)

S. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associate	% of shares held	Applicable Section
1	CL Educate Limited (CL)	L74899DL1996PLC078481	Holding	100% (through its nominees)*	2(46)

* Mr. Nikhil Mahajan holds 20 (twenty) equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. (a) Category-wise Equity Share Holding

Category of Shareholders	No. of Shares held at the beginning of the financial year[As on March 31, 2017]				No. of Shares held at the end of the financial year[As on March 31, 2018]				% Change during the financial year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual* / HUF	-	5880	5880	49	-	20	20	0.17	(48.83)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	6120	6120	51	-	11980	11980	99.83	48.83
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	-	12000	12000	100	-	12000	12000	100	-
(2) Foreign	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	-	12000	12000	100	-	12000	12000	100	-
B. Public Shareholding									
C. Shares held by Custodian for GDRs &	-	-	-	-	-	-	-	-	-

ADRs									
Grand Total (A+B+C)	-	12000	12000	100	-	12000	12000	100	-

* Mr. Nikhil Mahajan holds 20 (twenty) equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

II. Shareholding of Promoters-

S. No.	Shareholder's Name	Shareholding at the beginning of the financial year (March 31, 2017)			Shareholding at the end of the financial year (March 31, 2018)			Change in shareholding during the financial year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Praveen Dwarakanath**	2940	24.5	0.00	0	0	0.00	(24.5)
2	Mr. Shivaraman Ramaswamy**	2940	24.5	0.00	0	0	0.00	(24.5)
3	CL Educate Limited*	6120	51	0.00	11980	99.83	0.00	48.83
4	Mr. Nikhil Mahajan*	0	0	0.00	20	0.17	0.00	0.17%

* Mr. Nikhil Mahajan holds 20 (twenty) equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

**Mr. Praveen Dwarakanath and Mr. Shivaraman Ramaswamy, are no more the Promoters of the Company as on March 31, 2018.

III. Change in Promoters' Shareholding (please specify, if there is no change):-

S. No.	Shareholder's Name	Shareholding at the beginning of the financial year (March 31, 2017)			Shareholding at the end of the financial year (March 31, 2018)			Change in shareholding during the financial year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Praveen Dwarakanath**	2940	24.5	0.00	0	0	0.00	(24.5)
2	Mr. Shivaraman Ramaswamy**	2940	24.5	0.00	0	0	0.00	(24.5)
3	CL Educate Limited*	6120	51	0.00	11980	99.83	0.00	48.83
4	Mr. Nikhil Mahajan*	0	0	0.00	20	0.17	0.00	0.17%

* Mr. Nikhil Mahajan holds 20 (twenty) equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

**Mr. Praveen Dwarakanath and Mr. Shivaraman Ramaswamy, are no more the Promoters of the Company as on March 31, 2018.

IV. Shareholding Pattern of top ten Shareholders: **Not Applicable**
(Other than Directors, Promoters and Holders of GDRs and ADRs)

V. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Director/ Key Managerial Personnel	Shareholding		Date	Increase/ Decrease In share Holding	Reason	Cumulative Shareholding during the financial year (March 31, 2017 to March 31, 2018)	
		No. of shares at the beginning March 31, 2017/ End of the financial year March 31, 2018	% of total shares of the Company				No. of Shares	% of total Shares
1	Mr. Praveen Dwarakanath**	2940/0	24.5/0	April 12, 2017	(2940)	Transfer	2940/0	24.5/0
2	Mr. Shivaraman Ramaswamy**	2940/0	24.5/0	April 12, 2017	(2940)	Transfer	2940/0	24.5/0
3	Mr. Nikhil Mahajan*	0/20	0/0.17	April 12, 2017	20	Transfer	0/20	0/0.17

* Mr. Nikhil Mahajan holds 20 (twenty) equity share of the Company as a nominee, for and on behalf of CL Educate Limited.

**Mr. Praveen Dwarakanath and Mr. Shivaraman Ramaswamy, are neither the Directors nor Promoters of the Company as on March 31, 2018.

V. **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. in Lacs)					
S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year (April 01, 2017)				
	i) Principal Amount	-	10.09	-	10.09
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)		10.09	-	10.09
	Change in Indebtedness during the financial year				
	* Addition	-	151.59	-	151.59
	* Reduction	-	(155.15)	-	(155.15)
	Net Change	-	(3.56)	-	(3.56)

2	Indebtedness at the end of the financial year (March 31, 2018)				
	i) Principal Amount	-	96.53	-	96.53
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	96.53	-	96.53

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Praveen Dwarakanath*	Mr. Shivaraman Ramaswamy**	
1	Gross salary*			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.75	3.75	7.50
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others	-	-	-
	Total (A)	3.75	3.75	7.50
	Ceiling as per the Act	Rs. 60.00 Lacs per person as per Schedule V of Part II Section II, Remuneration payable by companies having no profit or inadequate profit without Central Government approval. This limit shall be doubled if the resolution passed by the shareholders is a special resolution.		

*Mr. Praveen Dwarakanath, Whole Time Director of the Company has resigned from the Board of the Company on and with effect from December 31, 2017.

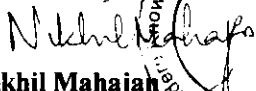
**Mr. Shivaraman Ramaswamy, Whole Time Director of the Company has resigned from the Board of the Company on and with effect from December 31, 2017.

B. Remuneration to other directors - Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD- Nil

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

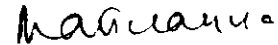
**For and on behalf of the Board of Directors
Accendere Knowledge Management Services Private Limited**


Nikhil Mahajan
Director
DIN: 00033404



**Address: H. No. 457, Sec. 30,
Faridabad – 121 003, Haryana**

**Dated: July 06, 2018
Place: New Delhi**


Sujit Bhattacharyya
Director
DIN: 00033613

**Address: F-501, Prateek Stylome,
Sector-45, Noida-201303**

Annexure III

Particulars of Employees and Related disclosure


Pursuant to Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(Rs. in Lacs)

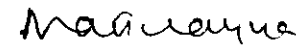
S. No	Name of the Employee	Designation	Gross Remuneration paid (Rs)	Nature of employment	Educational Qualification	Experience (in years)	Date of Joining	Age	Previous employment	Equity holding in the Company	Name of director or manager who is the relative of Employee
1	Geo George Philip	Head-Operations	15.24	Whole Time Employee	PG, SRM University	3	01.03.2015	30	NA	NIL	NIL
2	Moovendhan V	Research Mentor	10.92	Whole Time Employee	FPM, IIM-I	20	16.08.2016	43	Infobridge	NIL	NIL
3	Nikesh V V	Research Mentor	9.00	Whole Time Employee	PHD, University of Pune	18	22.09.2014	44	Cochin University Science & Tech.	NIL	NIL
4	Ranjan Kumar Behera	Research Mentor	7.61	Whole Time Employee	PHD, NIT Rourkela	4	08.08.2016	32	Keihin Fie Pvt. Ltd.	NIL	NIL
5	Nilanjan Das	Account Manager	7.55	Whole Time Employee	PHD, Kolkata University	8	01.09.2014	37	NA	NIL	NIL
6	K T Vigneswara Rao	Research Mentor	6.96	Whole Time Employee	FPM, IIM-I	14	18.07.2016	43	NA	NIL	NIL
7	Rama Krishna Gupta Potnuru	Research Executive	6.72	Whole Time Employee	PHD, NIT Rourkela	1	20.06.2017	33	NA	NIL	NIL
8	Rajkumar N	Research Executive	5.97	Whole Time Employee	PHD, Dr. MGR Education & Research Institute	1	27.03.2017	35	Dr. MGR Education & Research Institute	NIL	NIL

9	Prasenjit Banerjee	Research Mentor	5.17	Whole Time Employee	M.C.A.	1	25.05.2017	32	NA	NIL	NIL
10	Parmar Rajeshri Viral	Research Executive	5.07	Whole Time Employee	M. Phil	8	23.05.2017	31	Neco Horizon College	NIL	NIL

For and on behalf of the Board of Directors
Accendere Knowledge Management Services Private Limited


 Nikhil Mahajan
 Director
 DIN: 00033404




 Sujit Bhattacharyya
 Director
 DIN: 00033613

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Dated: July 06, 2018
Place: New Delhi