



ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED

ANNUAL REPORT FOR THE FINANCIAL YEAR 2018-2019

THE BOARD OF DIRECTORS (as on August 05, 2019)

Mr. Nikhil Mahajan
Mr. Sujit Bhattacharyya

Director
Director

STATUTORY AUDITOR
(Financial Year 2018-19)

NKSC & Co.
Chartered Accountants

REGISTERED OFFICE

Plot No. 9A, Sector-27A, Mathura Road, Faridabad,
Haryana- 121003

CORPORATE OFFICE

A-45, First Floor, Mohan Co-operative Industrial
Estate, New Delhi- 110044

ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED

CIN: U74900HR2008PTC077200

Registered Office: Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003

Corporate Office: A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 28, 2019 AT 10:30 A.M. AT THE ARAVALI GOLF COURSE, NEW INDUSTRIAL TOWN, FARIDABAD, HARYANA - 121001, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2019;

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, along with the reports of the Board of Directors and Statutory Auditor thereon.

2. Retirement by Rotation;

To appoint a Director in place of Mr. Sujit Bhattacharyya (DIN: 00033613), 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. Sujit Bhattacharyya (DIN: 00033613), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

3. Appointment of the Statutory Auditor for a period of 1 (one) year 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, if any, of the Companies Act, 2013, including any statutory amendment(s) or reenactment (s) thereof for the time being in force, read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendations of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the appointment of M/s. NKSC & Co., Chartered Accountants, (Firm Registration No. – 020076N), as the Statutory Auditor of the Company for 1 (One) year, i.e. for the Financial Year 2019-20, to hold office till the conclusion of the 12th Annual General Meeting to be held in the year 2020, at such terms and conditions, remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Statutory Auditor and the Board of Directors of the Company.”

By order of the Board

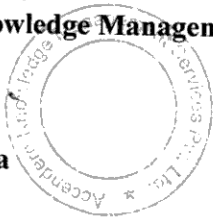
For Accendere Knowledge Management Services Private Limited

Sujit Bhattacharyya

Sujit Bhattacharyya

Director

DIN: 00033613



Date: August 05, 2019

Place: New Delhi

Address: F-501, Prateek Stylome, Gautam Buddha Nagar,
Sector-45, Noida-201303

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.

By order of the Board

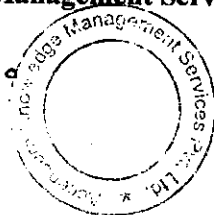
For Accendere Knowledge Management Services Private Limited

Sujit Bhattacharyya

Sujit Bhattacharyya

Director

DIN: 00033613



Date: August 05, 2019

Place: New Delhi

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

ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED

BOARD'S REPORT 2019

Your Directors are pleased to present their report on the business and operations of the Company for the Financial Year ended March 31, 2019.

1. FINANCIAL HIGHLIGHTS

Particulars	(Rs. in Lacs)	
	March 31, 2019	March 31, 2018
Total Income	382.39	277.81
Total expenditure	288.82	243.24
Profit / Loss Before tax	93.57	34.57
Tax Expenses	23.80	(1.21)
Profit / Loss after tax	69.77	35.78
Other Comprehensive Income	0.44	1.81
Total Comprehensive Income	70.21	37.59
Profits brought forward from previous year	(54.93)	(90.71)
Carried to Balance Sheet	14.84	(54.93)

The total revenue of the Company was Rs. 382.39 Lacs in Financial Year 2018-19 as against Rs. 277.81 Lacs in Financial Year 2017-18, recording an increase of 37.64% over the previous Financial Year. This was contributed from new contracts of Research Incubation projects from related party CL Media Private Limited

The expenditures of the Company have increased by 18.74% from a total expenditure of Rs. 243.24 Lacs during Financial Year 2017-18 to a total expenditure of Rs. 288.82 Lacs during Financial Year 2018-19.

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company is currently engaged in the business of facilitating educational institutions in 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.

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

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the year under review.

4. SCHEME OF AMALGAMATION

Pursuant to the approval of the Board of Directors of the Company, dated November 27, 2018, an application under Regulation 37 of the SEBI (LODR) Regulations, 2015 was filed with the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") for the proposed Amalgamation of 5 wholly owned subsidiary Companies of CL Educate Limited - Career Launcher Education Infrastructure and Services Limited, CL Media Private Limited, Accendere Knowledge Management Services Private Limited, G.K. Publications Private Limited and Kestone Integrated Marketing Services Private Limited with CL Educate Limited.

The scheme has been approved by the NSE & BSE. The first motion petition shall be filed with the Honorable NCLT Chandigarh shortly.

5. SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

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

6. DIVIDEND

Your Directors do not recommend any Dividend for the Financial Year 2018-19.

7. CHANGES IN CAPITAL STRUCTURE

The paid up Equity Share Capital of the Company as on March 31, 2019 was Rs. 1.20 Lacs. During the year under review, the Company has not issued any shares.

8. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company have occurred between end of Financial Year and the date of this report.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transactions entered by the Company with Related Parties during the Financial Year 2018-19 as defined under section 2 (76) of the Companies Act, 2013 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 had 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 note no. 30 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 the relevant details 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.

11. TRANSFER TO RESERVES

Profits for Financial Year 2018-19 are being retained in the Profit and Loss Account.

12. 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** to this Report.

13. 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.

14. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

Your Company complies with the mandatory Secretarial Standards issued by the ICSI.

15. INTERNAL FINANCIAL CONTROL SYSTEMS

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

1. All accounting entries are passed through a fully integrated system.
2. There is an appropriate maker-checker system in place, whereby there is complete manpower segregation while making the accounting entries.
3. All the bank accounts are maintained and operated under joint signatories.

16. 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, 2019, along with the relevant information thereon is given in **Annexure III**.

Further, during the Financial Year 2018-19, 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.

17. DIRECTORS

a. Retirement by Rotation at the ensuing AGM:

Mr. Sujit Bhattacharyya, Director, been longest in office, retires by rotation at the forthcoming Annual General Meeting (2019) and being eligible offers himself for re-appointment. Resolution seeking members' approval to the appointment of Mr. Sujit Bhattacharyya has been incorporated in the notice convening the 11th AGM of the Company.

b. Disclosure of Interest in other concerns

The Company has received the Annual disclosure(s) from all the Directors, disclosing their Directorship/Interest in other concerns in the prescribed format, for the Financial Years 2018-19 and 2019-20.

The Company has received confirmation from all the Directors that as on March 31, 2019, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

c. Resignation during the Financial Year 2018-19:

Mr. Ajit Kumar, Director, resigned from the Board of the Company on and with effect from November 26, 2018.

18. AUDITOR AND AUDITOR'S REPORT

M/s. MNV & Co., Chartered Accountants (Registration No. 023682N), was appointed as the Statutory Auditor of the Company at its 9th Annual General Meeting (i.e. AGM 2017) for a period of 5 years i.e. from the conclusion of the 9th Annual General Meeting (i.e. AGM 2017) till the conclusion of the 14th AGM (i.e. AGM to be held in 2022), subject to ratification by the Members at every AGM. However, M/s. MNV & Co., Chartered Accountants resigned as the Statutory Auditors of the Company with effect from September 24, 2018, due to internal reasons, resulting in a casual vacancy in the office of the Statutory Auditors.

The Board of Directors at its meeting held on September 25, 2018, accepted the resignation of M/s. MNV & Co., Chartered Accountants and filled the casual vacancy thus created by appointing M/s. NKSC & Co., Chartered Accountants (Registration No. 20076N) to hold office as the Statutory Auditor of the Company on and with effect from September 25, 2018 till the conclusion of the ensuing AGM. The same was approved by the Members of the Company at the Extra Ordinary General Meeting held on October 03, 2018.

The Board of Directors of the Company at its meeting held on August 05, 2019, has recommended the appointment of M/s. NKSC & Co., Chartered Accountants (Registration No. 20076N), as the Statutory Auditor of the Company for a further period of 1 year, i.e. for the Financial Year 2019-20, subject to the approval of the Members of the Company at the ensuing AGM, by way of an ordinary resolution.

The Company has received written consent and a certificate from the Statutory Auditor stating that they satisfy the eligibility criteria provided under Section 141 of the Act read with the rules made thereunder and that the appointment, if approved by the members of the Company, shall be within the prescribed limits, and confirming that they are not disqualified for such appointment pursuant to the applicable provisions of the Act and the rules made thereunder.

In this respect, the Members are requested to approve the re-appointment of M/s. NKSC & Co., Chartered Accountants, as the Statutory Auditor of the Company for a further term of 1 (One) year, to hold office from the conclusion of the 11th Annual General Meeting until the conclusion of the 12th Annual General Meeting of the Company (to be held in the year 2020) and to fix their remuneration in this regard.

In this connection, the attention of the members is invited to item number 3 of the Notice convening the Annual General Meeting of the Company.

Statutory Auditor's Report 2019

Your Directors' explanations regarding the reservations/ views/qualifications /adverse remarks expressed by the auditors in the Clause(s) of the Auditors/CARO Report 2019 are:

- **Clause No. (vii) of the Annexure to Independent Auditors Report**

The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, however, there have been slight delay in few cases.

- (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, sales tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding, at the year end, for a period of more than six months from the date they became payable except in case of advance tax as given below:

Name of the Statute	Nature of Dues	Amount	Period to which the amount relates	Due Date	Date of Payment
Income Tax Act, 1961	Advance Tax	432,082	April 2018 to September 2018	September 15, 2018	Not Yet paid

Management Response:

Due to unpredictability of the new business, it is difficult to estimate the net tax liability to be deposited so early in the year and hence the Company waits till the time its liability estimate is clear to deposit advance tax along with appropriate interest.

There is no instance of fraud reported by the auditors under sub section (12) of section 143 of the Companies Act, 2013.

19. 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.

There is no Executive Director on Board of the Company. The Company has not paid any remuneration/commission to any of its directors during the financial year 2018-19.

- **Details of the Board Meetings held during the Financial Year 2018-19 are as under:**

S. No.	Date	Board Strength	No. of Directors Present
1	May 23, 2018	3	3
2	July 06, 2018	3	3
3	August 07, 2018	3	3
4	September 25, 2018	3	3
5	November 02, 2018	3	2
6	November 27, 2018	2	2
7	January 31, 2019	2	2
8	February 27, 2019	2	2
9	March 09, 2019	2	2

- **Attendance at Board Meetings held during the Financial Year 2018-19:**

Board	Board
Meetings held	9
Directors' Attendance	
Mr. Nikhil Mahajan	9
Mr. Sujit Bhattacharyya	9
Mr. Ajit Kumar*	4

Mr. Ajit Kumar, Director, resigned from the Board of the Company on and with effect from November 26, 2018.

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

20. CORPORATE SOCIAL RESPONSIBILITY

The said provisions were not applicable to the Company during the year under review.

21. RISK MANAGEMENT

The Company has an in-built mechanism in all its operations to mitigate risks inherent to the industry in which the Company is operating

22. WHISTLE BLOWER/ VIGIL MECHANISM

Section 177 of the Companies Act, 2013 is not applicable to your Company, however, there is a comprehensive policy on Whistle Blower / Vigil Mechanism adopted by CL Educate Limited, the 100% holding company of the Company, that is in line with the provisions of Section 177(9) and (10) of the Act, read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 and Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations 2015, that covers the Directors and employees of CL Educate Limited and its subsidiaries.

Your Company hereby affirms that no complaints were received under the Whistle Blower mechanism during the Financial Year 2018-19.

23. 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.

24. POLICY ON PREVENTION, PROHIBITION, REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation. In order to empower women, and protect women against sexual harassment, there is a comprehensive policy on prevention, prohibition and redressal of sexual harassment of Women at workplace adopted by CL the 100% holding Company of the Company, that is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder that covers the employees of your Company as well. The Internal Complaints Committee constituted under the CL policy acts as the Committee for the subsidiaries of CL as well.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. This policy allows employees to report instances of sexual harassment at the workplace. The Internal Complaints Committee is empowered to look into all complaints of sexual harassment and facilitate free and fair enquiry process with clear timelines. During the Financial Year 2018-19, the Company did not receive any complaint relating to sexual harassment at workplace. There is no complaint pending or outstanding for redressal as on March 31, 2019.

25. 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 for the Financial Year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected such accounting policies and applied them consistently and 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 as at the end of the Financial Year ended March 31, 2019 and of the Profits of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the Annual Financial Statements/Annual Accounts on a 'going concern' basis;

- e. the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

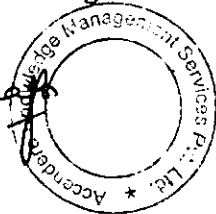
26. ACKNOWLEDGEMENT

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: House No. 457, Sector 30,
Faridabad – 121 003, Haryana**

**Date: August 05, 2019
Place: New Delhi**


Sujit Bhattacharyya
Director
DIN: 00033613

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

ANNEXURES TO BOARD'S REPORT 2019

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, 2019, 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 all contracts or arrangements or transactions at arm's length basis for the Financial Year ended March 31, 2019 are as follows:-

						(Rs. in Lacs)
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 31.03.2019
CL Media Private Limited (CLM), Fellow Subsidiary	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 2018-19.	Service rendered by CLM	23.05.2018	-	Nil
			Service rendered to CLM	23.05.2018	-	316.48
CL Educate Limited, 100% holding company	Cost Sharing for shared infrastructure and incidental 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 2018-19.	The infrastructure at the Registered office is co- shared with AKMS and both the parties have agreed that AKMS will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.	23.05.2018 Amended vide approval of the Board of Directors dated 31.01.2019	-	1.50
CL Educate Limited, 100% holding company	Cost Sharing for shared infrastructure and incidental	These are routine and Regular Intra-Group Transactions, which are carried out on a	The infrastructure at the Registered office is co- shared with AKMS and	31.01.2019	-	0.50

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 31.03.2019
	expenses by AKMS	continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout 2018-19.	both the parties have agreed that AKMS will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.			
CL Educate Limited, 100% holding company	Cost Sharing for shared infrastructure and incidental 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 2018-19.	The infrastructure at the Corporate office is co- shared with AKMS and both the parties have agreed that AKMS will pay an amount proportionate to the usage by it. It includes the operating, running electricity costs etc.	31.01.2019	-	1.50

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


Nikhil Mahajan
Director
DIN: 00033404

Address: House No. 457, Sector 30,
Faridabad – 121 003, Haryana

Date: August 05, 2019
Place: New Delhi


Sujit Bhattacharyya
Director
DIN: 00033613

Address: F-501, Prateek Stylome, Gautam
Buddha Nagar , Sector-45, Noida-201303

Annexure II
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on the Financial Year ended March 31, 2019

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	U74900HR2008PTC077200
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	Plot No. 9A, Sector-27A, Mathura Road, Faridabad, Haryana- 121003, Tel. No.: +91 129-2273242
	Address of the Corporate office & contact details	A-45, First Floor, Mohan Co-operative Industrial Estate, New Delhi- 110044, Tel. No.: 011-4128 1100, Fax: 011-4128 1101
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

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	100.00%

**As per National Industrial Classification 2008*

III. PARTICULARS OF HOLDING /SUBSIDIARY AND ASSOCIATE COMPANIES (as on March 31, 2019)

S. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary/ Associate	% of shares held	Applicable Section
1	CL Educate Limited (CL)	L74899HR1996PLC076897	Holding	100% (Directly and through its nominees)*	2(46)

** Mr. Nikhil Mahajan holds twenty (20) equity shares 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				No. of Shares held at the end of the Financial Year				% Change during the Financial Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual* / HUF	-	20	20	0.17	-	20	20	0.17	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	11,980	11,980	99.83	-	11,980	11,980	99.83	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1)	-	12,000	12,000	100.00	-	12,000	12,000	100.00	-
(2) Foreign	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	-	12,000	12,000	100.00	-	12,000	12,000	100.00	-
B. Public Shareholding									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	12,000	12,000	100.00	-	12,000	12,000	100.00	-

* Mr. Nikhil Mahajan holds twenty (20) equity shares 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			Shareholding at the end of the Financial Year			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	CL Educate Limited	11980	99.83	0.00	11980	99.83	0.00	-
2	Mr. Nikhil Mahajan*	20	0.17	0.00	20	0.17	0.00	-

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

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

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

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	
		No. of shares at the beginning / End of the Financial Year	% of total shares of the Company				No. of Shares	% of total Shares
1	Mr. Nikhil Mahajan*	20/20	0.1700/0.17	-	-	-	20/20	0.1700/0.17

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

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, 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

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Change in Indebtedness during the Financial Year				
	* Addition	-	43.82	-	43.82
	* Reduction	-	(30.80)	-	(30.80)
	Net Change	-	13.02	-	13.02
2	Indebtedness at the end of the Financial Year (March 31, 2019)				
	i) Principal Amount	-	109.55	-	109.55
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	109.55	-	109.55

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Not Applicable
- B. Remuneration to other directors - Nil
- C. Remuneration to Key Managerial Personnel other than MD/Manager/WTM- 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




Sujit Bhattacharyya
Director
DIN: 00033613

Address: House No. 457, Sector 30,
Faridabad – 121 003, Haryana

Address: F-501, Prateek Stylome, Gautam
Buddha Nagar , Sector-45, Noida-201303

Date: August 05, 2019
Place: New Delhi

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

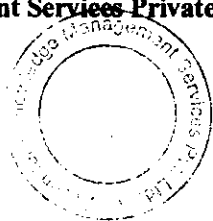
S. No.	Name of the Employee	Designation	Gross Remuneration paid (Rs. in Lacs)	Nature of employment	Educational Qualification	Experience (in years)	Date of Joining	Age	Previous employment	Equity holding in the Company	Name of director or manager who is the relative of Employee
1	Geo George Philip	Manager-Operations & Business Development	15.29	Whole Time Employee	M.Sc., SRM University	4	01.03.2015	30	NA	NIL	NIL
2	Nikesh V V	Manager-Research Mentor	11.61	Whole Time Employee	Ph.D, University of Pune	19	22.09.2014	45	Cochin University Science & Tech.	NIL	NIL
3	Nilanjan Das	Senior Manager-Research Mentor	11.38	Whole Time Employee	Ph.D, Kolkata University	9	01.09.2014	38	NA	NIL	NIL
4	Ranjan Kumar Behera	Manager-Research Mentor	10.98	Whole Time Employee	Ph.D, NIT Rourkela	5	08.08.2016	33	Keihin Fie Pvt. Ltd.	NIL	NIL
5	Ashish Wamanrao Selokar	Manager-Research Mentor	10.18	Whole Time Employee	Ph.D, IIT Roorkee	3	16.02.2017	35	Diffusion Engineers Pvt Ltd	NIL	NIL
6	Prasenjit Banerjee	Manager-Research Mentor	9.97	Whole Time Employee	MCA, Vidyasagar University, Midnapore	8	25.05.2017	33	Ravenshaw University, Cuttak	NIL	NIL
7	Siddharth Misra	Manager-Research Mentor	8.14	Whole Time Employee	Ph.D, NIT Rourkela	15	01.03.2018	35	Central Institute of Plastics Engineering & Technology,	NIL	NIL

S. No.	Name of the Employee	Designation	Gross Remuneration paid (Rs. in Lacs)	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
									Bhubaneswar, Odisha		
8	Rajkumar N	Manager-Research Mentor	8.06	Whole Time Employee	PHD, Dr. MGR Education & Research Institute	9	01.04.2017	34	Dr. MGR Education & Research Institute	NIL	NIL
9	Kumar Mohit	Manager-Research Mentor	7.29	Whole Time Employee	M. Tech, Birla Institute of Technology Mesra, Ranchi	5	05.01.22017	34	NA	NIL	NIL
10	Mangesh Lodhe*	Manager-Research Mentor	7.05	Whole Time Employee	Ph.D, IIT Madras	2	22.03.2018	37	IIT, Madras	NIL	NIL

*Mr. Mangesh Lodhe has resigned on and with effect from January 19, 2019.

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

Address: House No. 457, Sector 30,
Faridabad – 121 003, Haryana

Address: F-501, Prateek Stylome, Gautam
Buddha Nagar , Sector-45, Noida-201303

Date: August 05, 2019
Place: New Delhi