

ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED
ANNUAL REPORT FOR THE FINANCIAL YEAR 2019-20

THE BOARD OF DIRECTORS (as on August 21, 2020)

Mr. Nikhil Mahajan
Mr. Sujit Bhattacharyya

Director
Director

STATUTORY AUDITOR
(Financial Year 2019-20)

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 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 01:00 P.M. AT PLOT NO. 9A, SECTOR-27A, MATHURA ROAD, FARIDABAD, HARYANA - 121003, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. Adoption of Annual Financial Statements for the Financial Year ended March 31, 2020;

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, 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. Nikhil Mahajan (DIN: 00033404), 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. Nikhil Mahajan (DIN: 00033404), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.”

3. Appointment of the Statutory Auditor of the Company for a period of 2 (Two) years 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 Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013), as the Statutory Auditor of the Company in place of the outgoing Statutory Auditor of the Company, for an initial term of two (2) consecutive years, commencing from the Financial Year 2020-2021 and they shall hold office from the conclusion of the 12th Annual General Meeting till the conclusion

of the 14th Annual General Meeting of the Company to be held in the Financial Year 2022-23, at such terms and conditions, remuneration and reimbursement of out of pocket expenses as may be agreed upon between the Board of Directors of the Company and Walker Chandiok & Co LLP.”

By order of the Board

For Accendere Knowledge Management Services Private Limited

Maitrayee

Sujit Bhattacharyya

Director

DIN: 00033613



Date: August 21, 2020

Place: Noida

**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

Mahesh

Sujit Bhattacharyya

Director

DIN: 00033613



Date: August 21, 2020

Place: Noida

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

ACCENDERE KNOWLEDGE MANAGEMENT SERVICES PRIVATE LIMITED

BOARD'S REPORT 2020

Your Directors are pleased to present their report on the business and operations of the Company for the Financial Year ended March 31, 2020.

1. FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)		
Particulars	March 31, 2020	March 31, 2019
Total Income	289.24	382.39
Total expenditure	336.97	288.82
Profit / (Loss) Before tax	(47.73)	93.57
Tax Expenses	(7.95)	23.80
Profit / (Loss) after tax	(39.78)	69.77
Other Comprehensive Income	0.75	0.44
Total Comprehensive Income	(39.03)	70.21
Profits brought forward from previous year	14.84	(54.93)
Carried to Balance Sheet	(24.94)	14.84

The total revenue of the Company was Rs. 289.24 Lakhs in Financial Year 2019-20 as against Rs. 382.39 Lakhs in Financial Year 2018-19, recording a decrease of 24.36% over the previous Financial Year. This decrease could mainly be attributed to spread of the COVID-19 pandemic in late Q4 FY19-20 due to which colleges and universities had shutdown.

The expenditures of the Company have increased by 16.67% from a total expenditure of Rs. 288.82 Lakhs during Financial Year 2018-19 to a total expenditure of Rs. 336.97 Lakhs during Financial Year 2019-20.

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.

While the upcoming year will no doubt continue to be impacted by COVID, your Directors are optimistic about the future outlook, and they expect the business to continue to take strides forward 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 Audit Committee as well as of the Board of Directors 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") by CL Educate Limited, the 100% holding Company of the Company (CL Educate), for the proposed Amalgamation of five (5) of its wholly owned subsidiary Companies - Career Launcher Education Infrastructure and Services Limited (CLEIS), CL Media Private Limited (CLM), Accendere Knowledge Management Services Private

Limited (AKMS), G.K. Publications Private Limited (GKP) and Kestone Integrated Marketing Services Private Limited (Kestone) (Amalgamating Companies) with CL Educate Limited (CL Educate) (Amalgamated Company). (The Amalgamating Companies and the Amalgamated Company shall collectively, hereinafter be referred to as 'the Petitioner Companies'). The scheme has been approved by the NSE & BSE.

The First Motion Petition with respect to the proposed Amalgamation was filed by the Petitioner Companies with the Hon'ble NCLT Chandigarh on August 28, 2019. NCLT Chandigarh heard the First Motion Application on November 14, 2019 and issued its 1st Motion Order dated December 11, 2019.

As per the directions given by the NCLT Chandigarh in its 1st Motion Order, the meetings of the Equity Shareholders of CL Educate and of the Unsecured Creditors with value of INR 1 lakh or more of Kestone were held on February 01, 2020, at 10:00 AM and 12:00 Noon, respectively.

The proposed scheme of Amalgamation was duly approved by the Shareholders of CL Educate and Unsecured Creditors of Kestone.

The 2nd Motion Petition with respect to the proposed Amalgamation was filed by the Petitioner Companies with the Hon'ble NCLT Chandigarh on February 14, 2020, which was heard by the NCLT on March 05, 2020. While NCLT was satisfied with the Petition, it directed the Companies, CL Educate Limited and Kestone to file respective affidavits that no objections had been received from any stakeholder against the Scheme. These Affidavits were filed by the respective Companies on March 17, 2020.

However, on account of the nationwide lockdown, and limited functioning of the NCLT Benches, the hearing of the 2nd Motion Petition of Petitioner Companies has been adjourned by the NCLT Chandigarh Bench from time to time. The NCLT Bench has provided September 11, 2020, as the next date of hearing.

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 2019-20.

7. CAPITAL STRUCTURE

The paid up Equity Share Capital of the Company as on March 31, 2020 was Rs. 1.20 Lakhs. 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 the end of the 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 2019-20 as defined under section 2 (76) of the Companies Act, 2013 were in the Ordinary Course of Business and at Arm's Length basis 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). A certificate has been issued by NKSC & Co., Chartered Accountants, certifying that all the Related Party Transactions laid before the Board for its omnibus approval at the beginning of the year, or for its approval/ ratification from time to time later on, were in the ordinary course of business and at an arm's length basis. 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 2019-20 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 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, 2020, along with the relevant information thereon is given in **Annexure III**.

Further, during the Financial Year 2019-20, 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. Nikhil Mahajan (DIN: 00033404), Director, been longest in office, retires by rotation at the forthcoming Annual General Meeting (2020) and being eligible offers himself for re-appointment. Resolution seeking members' approval to the appointment of Mr. Nikhil Mahajan has been incorporated in the notice convening the 12th 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 2019-20 and 2020-21.

The Company has received confirmation from all the Directors that as on March 31, 2020, none of the Directors were disqualified to act as Directors by virtue of the provisions of Section 164(2) of the Act.

18. AUDITOR AND AUDITOR'S REPORT

Appointment of Statutory Auditor

At the AGM held in the year 2019, M/s. NKSC & Co., Chartered Accountants (Registration No. 20076N), was appointed as the Statutory Auditor of the Company for a period of 1 (One) year i.e. for the Financial Year 2019-20, to hold office till the conclusion of the Annual General Meeting to be held in the Financial Year 2020-21.

In view of the above, the Company is required to appoint a Statutory Auditor at the ensuing Annual General Meeting to be held in the Financial Year 2020-21. Subject to the approval of the shareholders, the Board of Directors of the Company has approved the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No.: 001076N/N500013) as the Statutory Auditor of the Company for a first term of two (2) consecutive years commencing from the Financial Year 2020-2021, i.e. to hold office from the conclusion of the 12th Annual General Meeting of the Company to be held in the Financial Year 2020-21 till the conclusion of the 14th Annual General Meeting to be held in the Financial Year 2022-23, in place of the outgoing Statutory Auditor, M/s. NKSC & Co., Chartered Accountants (Registration No. 20076N) on August 21, 2020.

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 limits prescribed under the Companies Act 2013, and confirming that they are not disqualified for such appointment pursuant to the applicable provisions of the Act and the rules made thereunder.

Walker Chandiok & Co LLP, Chartered Accountants, has confirmed that it has been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and it holds a valid certificate issued by the Peer Review Board of the ICAI.

In this respect, the Members are requested to approve the appointment of Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditor of the Company for a first term of two (2) consecutive years commencing from the Financial Year 2020-2021 i.e. to hold office from the conclusion of the 12th Annual General Meeting to be held in the Financial Year 2020-21 till the conclusion of the 14th Annual General Meeting to be held in the Financial Year 2022-23 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 12th Annual General Meeting of the Company.

Statutory Auditor's Report 2020

There are no reservations / views / qualifications / adverse remarks expressed by the auditors in the Auditors / CARO Report 2020 and no instance of fraud has been reported by 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 2019-20.

- **Details of the Board Meetings held during the Financial Year 2019-20 are as under:**

S. No.	Date	Board Strength	No. of Directors Present
1	May 29, 2019	2	2
2	August 05, 2019	2	2
3	October 11, 2019	2	2
4	November 13, 2019	2	2
5	February 10, 2020	2	2

- **Attendance at Board Meetings held during the Financial Year 2019-20:**

Board	Board
Meetings held	5
Directors' Attendance	
Mr. Nikhil Mahajan	5
Mr. Sujit Bhattacharyya	5

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 during the Financial Year 2019-20.

23. DISCLOSURES

- No Bonus Shares were declared for the current financial year.
- There was no amount which was required to be transferred to the Investor Education and Protection Fund (IEPF).
- Your Company has not issued any Equity shares with Differential rights during the financial year under review.
- Your Company has not issued any Employees Stock options/ Sweat Equity Shares.
- 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 2019-20, 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, 2020.

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:

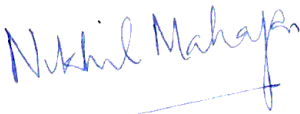
- a. in the preparation of the Annual Accounts for the Financial Year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected such accounting policies and applied them consistently 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, 2020 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**



**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 21, 2020
Place: New Delhi**

ANNEXURES TO BOARD'S REPORT 2020

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, 2020, 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, 2020 are as follows:-

(Rs. in Lakhs)

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 31.03.2020
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 the Financial Year 2019-20.	Service rendered by CLM	29.05.2019	-	Nil
			Service rendered to CLM	29.05.2019	-	262.57
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 the Financial Year 2019-20.	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.	29.05.2019	-	1.20
CL Educate Limited, 100%	Cost Sharing for shared	These are routine and Regular Intra-Group	The infrastructure at the Corporate	29.05.2019	-	3.00

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 31.03.2020
holding company	infrastructure and incidental expenses by AKMS	Transactions, which are carried out on a continuing Basis. The contracts are also renewed accordingly. This particular contract was active throughout the Financial Year 2019-20.	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.			

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

Nikhil Mahajan

Nikhil Mahajan
Director
DIN: 00033404



Sujit Bhattacharyya

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 21, 2020
Place: New Delhi

Annexure II
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on the Financial Year ended March 31, 2020

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, 2020)

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	0.17/0.17	-	-	-	20/20	0.17/0.17

* 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 Lakhs)

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the Financial Year (April 01, 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

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Change in Indebtedness during the Financial Year				
	* Addition	-	-	-	-
	* Reduction	-	-	-	-
	Net Change	-	-	-	-
2	Indebtedness at the end of the Financial Year (March 31, 2020)				
	i) Principal Amount	-	109.55	-	109.55
	ii) Interest due but not paid	-	11.42	-	11.42
	iii) Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	-	120.97	-	120.97

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

Nikhil Mahajan
Director
DIN: 00033404



Sujit Bhattacharyya

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 21, 2020
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	Nilanjan Das	Senior Manager-Research Mentor	14.31	Whole Time Employee	Ph.D, Kolkata University	10	01.09.2014	39	NA	NIL	NIL
2	Nikesh V V ¹	Manager-Research Mentor	11.79	Whole Time Employee	Ph.D, University of Pune	20	22.09.2014	46	Cochin University Science & Tech.	NIL	NIL
3	Ranjan Kumar Behera ²	Manager-Research Mentor	11.67	Whole Time Employee	Ph.D, NIT Rourkela	6	08.08.2016	34	Keihin Fie Pvt. Ltd.	NIL	NIL
4	Prasenjit Banerjee	Manager-Research Mentor	11.31	Whole Time Employee	MCA, Vidyasagar University, Midnapore	9	25.05.2017	34	Ravenshaw University, Cuttak	NIL	NIL
5	Prateek Kumar Jain ³	Manager-Research Mentor	10.99	Whole Time Employee	M.Sc., SRM University	5	01.03.2015	31	NA	NIL	NIL
6	V Balaji ⁴	Manager-Research Mentor	10.50	Whole Time Employee	PhD, Bitspilani	13	20.06.2019	38	KPR Institute of Engineering & Technology, Coimbatore	NIL	NIL
7	Siddharth Misra ⁵	Manager-Research Mentor	10.24	Whole Time Employee	Ph.D, NIT	16	01.03.2018	36	Central Institute of Plastics Engineering & Technology, Bhubaneswar, Odisha	NIL	NIL
8	Magnanil Goswami ⁶	Management Trainee	9.49	Whole Time Employee	M.Tech (Bengal University of Technology)	NA (Fresh er)	18.09.2018	33	NA	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
9	Durgesh Nanadan	Manager-Research Mentor	9.45	Whole Time Employee	Ph.D,JP Institurte of Eng & Tech,Guna (MP)	6	21.09.2018	36	NIT Patna	NIL	NIL
10	Prashant Kumar Shrivastava ⁷	Manager-Research Mentor	9.00	Whole Time Employee	M.Tech, Jabalpur (MP)	6	14.03.2019	34	Jaypee University of Technology, Guna (MP)	NIL	NIL

¹Mr. Nikesh VV has resigned on and with effect from June 08, 2020.

²Mr.Ranjan Kumar Beehra has resigned on and with effect from June 11, 2020.

³Mr.Prateek Kumar Jain has resigned on and with effect from May 27, 2020.

⁴Mr.V Balaji has resigned on and with effect from May 26, 2020.

⁵Mr. Siddharth Misra has resigned on and with effect from August 10, 2020.

⁶Ms. Magnanil Goswami has resigned on and with effect from April 06, 2020.

⁷Mr. Prashant Kumar Shrivastava has resigned on and with effect from May 31, 2020.

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

Nikhil Mahajan

**Nikhil Mahajan
Director
DIN: 00033404**



Sujit Bhattacharyya

**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 21, 2020

Place: New Delhi