# ACCELYA SOLUTIONS INDIA LIMITED

37th Annual Report 2022-23

accelya

# Accelya Solutions India Limited

## Corporate Office,
## Development Center and
## Accelya Managed Services Center

### Mumbai

801, Tower - A, Embassy 247 Park,
LBS Marg, Vikhroli (W),
Mumbai - 400 083 (India)
Tel: +91-22-6856 8888

## Development Center and Accelya Managed Services Center

### Pune

5th & 6th Floor, Building No. 4,
Raheja Woods, River Side 25A,
West Avenue, Kalyani Nagar,
Pune 411 006.
Tel: +91 20 6608 3777

## Accelya Managed Services Center

### Goa

Office No. 6 - 10, Nucleus,
Bardez, Alto Porvorim,
Goa, India
Tel: +91-832-651 1526

## Global Offices

### USA

1405 Plymouth Road,
North Brunswick,
New Jersey 08902
+17864648628

### UK

Acre House, 11/15 William Road,
London, NW13ER, United Kingdom
Tel: +44(0) 20 73887000

accelya

Registered Office: 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar,
Pune 411 006. Tel No.: +91 20 6608 3777 Email: accelyaindia.investors@accelya.com
Website: w3.accelya.com CIN: L74140PN1986PLC041033

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## Board of Directors

| | |
|---|---|
| James Davidson | Chairman |
| Gurudas Shenoy | Managing Director |
| Nani Javeri[@] | Director |
| Saurav Adhikari[#] | Director |
| Sangeeta Singh | Director |
| Jose Maria Hurtado | Director |
| Meena Jagtiani[&] | Director |

@ Retired w.e.f. close of business hours on 7 July 2023
# Appointed w.e.f. 2 August 2022
& Appointed w.e.f. 27 June 2023

## Auditor
Deloitte Haskins & Sells LLP,
Chartered Accountants

## Company Secretary
Ninad Umranikar

## Bankers
State Bank of India
ICICI Bank Ltd.
Hongkong and Shanghai Banking Corporation Limited

## Registered Office
5th & 6th Floor, Building No. 4,
Raheja Woods,
River Side 25A, West Avenue,
Kalyani Nagar,
Pune 411 006
Tel. No. +91 20 6608 3777
Website: w3.accelya.com
CIN: L74140PN1986PLC041033

## Registrar and Share Transfer Agent
M/s. KFin Technologies Limited,
Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad - 500 032
Phone: +91 - 40 - 6716 2222
Fax: + 91 - 40 - 2300 1153
Toll Free No.: 1800-345-4001

**Dear Shareholders,**

It's my pleasure to write this letter to update you on Accelya's business performance during the last financial year. We continue to see the airline industry recover post-covid with passenger numbers increasing and IATA projecting that the industry will return to profitability in 2023. These trends and the strong performance of our airline customers are also benefiting Accelya, where our revenue is now past pre-Covid levels.

We are proud of this performance and happy to reward our shareholders with dividends that reflects this strong financial performance. The total dividend for 2022-23 is recommended as Rs. 65 (Rupees Sixty-five) per share increasing from Rs. 62 (Rupees Sixty-two) in 2021-2022.

We would also like to state that Mr. Nani Javeri has retired as an Independent Director, effective 7th July 2023 and Ms. Meena Jagtiani has been appointed as an Independent Director effective 27th June, 2023. We thank Mr. Nani Javeri for his valuable contribution over the last 10 years.

**Our People**

We value our employees and consider them our greatest asset and we continue to implement policies that ensure a high performing culture, along with ensuring that Accelya remains an attractive workplace and employer of choice. As we evolve and grow as a company, roles are becoming increasingly complex with today's work environment requiring leaders and team members to be more authentic, empathetic and adaptive.

To help support our employees we have launched several development and training programs over the recent 12 months including Leadershift workshops for our most senior employees, a roll out of the LinkedIn Learning and Pluralsight platforms, and we plan to launch an Accelya Academy to help our employees develop and grow their careers.

Notably we continue to invest in our Diversity, Equity & Inclusion initiatives with the focus this year on fostering an environment for inclusion. We have implemented Unconscious Bias training for managers and are proud to have launched a Womens' Excellence in Accelya Employee Resource Group (ERG). Membership of the ERG gives our female employees access to a mentoring program, defined learning pathways for specific development areas, access to specialized events with guest speakers and networking opportunities.

**Our Accelya Solutions:**

Revenue Accounting, Revenue Assurance and Cost Management continue to be our main solutions. New Distribution Capabilities (NDC) transactions have started flowing through our systems and we are seeing increased adoption of the ancillaries being offered and enabled as a result.

The focus for Revenue Accounting for the year was to align itself with IATA's NDC and One Order initiative. In line with this objective the Company has been certified on IATA 21.3 standards for its One Order Accounting solution. devote continue

With airlines expected to transition to One Order in future, the Company continues to focus on its Order Accounting platform to meet such demand of airlines.

**Looking forward**

Accelya are proven at scale, delivering software and digital transformation for the world's leading airlines. We are proud to enable innovation-led growth for the airline industry and put control back in the hands of airlines.

We empower airlines to delight their customers by providing freedom through our trusted and open platform.

**Closing**

I want to close by re-iterating the exciting potential of the industry we are in and emphasizing how well positioned Accelya are to capitalize for our customers and end consumers. IATA expect the demand for air travel to double by 2040 (growing at an annual average rate of 3.4%) and the industry continues to lag others in terms of how advanced it is on the digitization journey. Accelya are proven, established and trusted and are continuing to invest in best-in class solutions, market-leading innovation and a world class team.

I thank you for your confidence in our company and your continued support. I would like to express my deep appreciation to our valued shareholders for their unwavering trust in us.

Please stay safe and healthy,

**Yours truly,**

**Gurudas Shenoy**
**Managing Director**

(Amount in ₹ Lakhs)

| | 2022-23 | 2021-22 | 2020-21 | 2019-20 | 2018-19 |
|---|---|---|---|---|---|
| **INCOME STATEMENT** | | | | | |
| Operating Revenue | 41,160.10 | 32,717.23 | 25,101.04 | 35,497.77 | 37,847.68 |
| Operating EBITDA | 18,261.94 | 14,033.50 | 9,706.74 | 15,650.27 | 17,269.11 |
| Profit Before Tax | 15,839.62 | 10,149.22 | 5,875.22 | 11,890.49 | 15,601.07 |
| Profit After Tax | 11,850.58 | 7,743.76 | 4,519.34 | 8,863.84 | 10,384.91 |
| **BALANCE SHEET** | | | | | |
| Net Worth | 25,164.35 | 25,633.42 | 22,949.91 | 23,594.28 | 19,045.31 |
| Borrowings | - | - | - | - | - |
| Net Fixed Assets | 5,771.07 | 7,277.34 | 10,059.00 | 11,244.02 | 4,370.88 |
| Cash and cash equivalents | 424.85 | 464.09 | 2,622.61 | 2,654.36 | 256.97 |
| Current Assets | 20,762.67 | 19,598.79 | 15,556.95 | 16,805.70 | 14,136.25 |
| Current Liabilities | 7,259.54 | 6,003.07 | 5,630.06 | 6,878.10 | 5,719.67 |
| Capital Employed | 25,164.35 | 25,633.42 | 22,949.91 | 23,594.28 | 19,045.31 |
| FINANCIAL INDICATORS | | | | | |
| Operating EBITDA Margin | 44% | 43% | 39% | 44% | 46% |
| Current Ratio | 2.86 | 3.26 | 2.76 | 2.44 | 2.47 |
| Net Worth per share (₹) | 168.59 | 171.73 | 153.76 | 158.07 | 127.60 |
| Dividend per share (₹) | 65.00 | 62.00 | 52.00 | 10.00 | 32.00 |
| Market price per share (₹) | 1,323.95 | 876.15 | 1,164.80 | 920.00 | 862.70 |
| Basic Earnings per share (₹) | 79.39 | 51.88 | 30.28 | 59.38 | 69.57 |

To,

The Members,

Your Directors are pleased to present the thirty seventh report on the business and operations of the Company for the year ended 30th June, 2023.

**FINANCIAL RESULTS (STANDALONE)** ₹ in Lakhs

| Particulars | 2022-23 | 2021-22 |
|---|---|---|
| **Revenue** | | |
| - Revenue from operations | 41,160.10 | 32,717.23 |
| - Other Income | 1,031.42 | 1,601.31 |
| **Total income** | **42,191.52** | **34,318.54** |
| Total expenses | 27,514.55 | 24,169.32 |
| Exceptional Items | 1,162.65 | - |
| **Profit before Tax** | **15,839.62** | **10,149.22** |
| **Tax expenses** | | |
| - Current Tax | 3,987.82 | 2,511.66 |
| - Deferred Tax | 1.22 | (106.20) |
| **Net Profit for the year** | **11,850.58** | **7,743.76** |
| Other comprehensive income | **(378.64)** | **14.67** |
| **Total comprehensive income for the year (net of tax)** | **11,471.94** | **7,758.43** |
| Profit brought forward from previous year | 18,483.99 | 15,800.48 |
| **Profit available for appropriation** | 29,955.93 | 23,558.91 |
| **Appropriations:** | | |
| - Interim dividend | 5,224.19 | 2,537.46 |
| - Final equity dividend | 6,716.82 | 2,537.46 |
| - **Balance Carried Forward to Balance Sheet** | **18,014.92** | **18,483.99** |

**DIVIDEND**

The Company had declared and paid an interim dividend of ₹ 35 per equity share during the year 2022-23.

Your Directors are pleased to recommend a final dividend of ₹ 30 per equity share for the financial year ended 30th June, 2023.

The total dividend for 2022-23 is ₹ 65 per equity share (previous year ₹ 62 per equity share).

The Dividend Distribution Policy of the Company is set out as Annexure "A" and is also uploaded on the Company's website: https://w3.accelya.com/accelya-solutions-india-limited-policies

**OPERATING RESULTS**

The Company has shown strong recovery post COVID-19 pandemic. This is evident from the fact that the revenue from operations for the year under review has gone past the pre-Covid levels. The revenues rose to ₹ 41,160.10 lakhs from ₹ 32,717.23 lakhs in 2021-22, an increase of over 25%. The expenditure has increased steadily from ₹ 24,169.32 lakhs in 2021-22 to ₹ 27,514.55 lakhs during the year under review.

**BUSINESS OPERATIONS**

The air passenger traffic continued with its solid recovery and is within touching distance to pre-pandemic levels in international travel and crossing pre-pandemic levels on domestic levels. This has enabled the Company to register strong growth, both in revenues and profitability. We continue to work with airlines and industry partners like IATA and ATPCO to ensure that our end-to-end solutions help the airline during the recovery phase and beyond.

During the year under review, there was no change in the nature of business of the Company, pursuant to, inter alia, section 134 of the Act and Companies (Accounts) Rules, 2014, as amended from time to time.

**SUBSIDIARIES**

Pursuant to the provisions of section 129(3) of the Companies Act, 2013 ("the Act"), a statement containing salient features of financial statements of Accelya Solutions Americas Inc. and Accelya Solutions UK Limited, in Form AOC-1 is attached to the financial statements.

In accordance with Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company and the financial statements of each of the subsidiaries, are available on our website, w3.accelya.com. Further, in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Accounting Standard 21 (AS-21), the Consolidated Financial Statements prepared by the Company include financial information of its subsidiaries.

The Company's Policy for determining material subsidiaries may be accessed on the website of the Company at https://w3.accelya.com/accelya-solutions-india-limited-policies

**BOARD OF DIRECTORS**

Six meetings of the Board of Directors were held during the year, the details of which are given in the Corporate Governance Report. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

The Company has received the following declarations from all the Independent Directors confirming that:

- They meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder, as well as of Regulation 16 of the Listing Regulations.
- In terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database.
- In terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

The Board of Directors, based on the declaration(s) received from the Independent Directors, has verified the veracity of such disclosures and confirm that the Independent Directors fulfil the conditions of independence specified in the Listing Regulations and the Companies Act, 2013 and are independent of the management of the Company.

**Retirement of Mr. Nani Javeri**

Mr. Nani Javeri, Non-Executive Independent Director of the Company retired from the Board on 7 July, 2023, upon completion of his tenure.

The Board places on record its sincere appreciation for the immense contribution made by Mr. Nani Javeri as an Independent Director.

**Appointment of Mr. Saurav Adhikari**

Mr. Saurav Adhikari (DIN: 08402010) was appointed as an Additional Director designated as an Independent Director by the Board of Directors on 2 August 2022.

The shareholders, at the Annual General Meeting held on 19 October, 2022 approved the appointment of Mr. Saurav Adhikari as an Independent Directors for a period of 5 years with effect from 2 August, 2022.

**Appointment of Ms. Meena Jagtiani**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Meena Jagtiani (DIN: 08396893) as an Additional Director in the category of Independent Director of the Company with effect from 27th June, 2023 for a period of 5 years i.e. upto 26th June, 2028, subject to approval of the shareholders.

Ms. Meena Jagtiani is not related to the Promoter or Promoter Group and fulfils the criteria of independence as required under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Regulations. Ms. Meena Jagtiani is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

The shareholders have approved the appointment of Ms. Meena Jagtiani as an Independent Director for a period of 5 years with effect from 27th June, 2023 through postal ballot.

**Retirement by rotation and re-appointment of Mr. James Davidson**

Mr. James Davidson (DIN: 09516461), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Prior to its acquisition by Accelya, Mr. James Davidson (age 68) was the CEO of Farelogix Inc., a recognized disruptor and leader in airline distribution and commerce technology. Mr. Davidson has been involved in the travel industry for more than 25 years. Prior to 2005, he was President and CEO of NTE, an internet-based supply chain technology company focused on transportation pricing and transaction engines for shippers and carriers. In the past, he held several senior leadership roles, including President and CEO of Amadeus Global Travel, North America; Head of Sales and Marketing at System One; and Vice President of Marketing at Reed Travel Group/OAG.

Other details of Mr. James Davidson like the nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to the AGM notice.

In the opinion of the Board of Directors, the independent directors appointed during the year possess the requisite expertise and experience and are persons of integrity and repute.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not given any loans or guarantees covered under the provisions of the Act. Information regarding investments covered under the provisions of section 186 of the Act is detailed in the financial statements.

## DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

a. in the preparation of the annual accounts for the year ended 30th June, 2023, the applicable accounting standards have been followed and there are no material departures from the same;

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 30th June, 2023 and of the profit of the Company for the year ended on that date;

c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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. 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 that such systems are adequate and operating effectively.

## AUDIT COMMITTEE

The details of the Audit Committee are mentioned in Corporate Governance Report.

## HUMAN RESOURCE

The Board has not granted any stock options during the year under review. During the year the Company also did not have any options in force. Therefore, the details required to be given under the SEBI (Employee Stock Option Scheme and Stock Purchase Scheme) Guidelines, 1999 are not being given.

During the year, the Company had cordial relations with its employees. Disclosures with respect to the remuneration of Directors and employees as required under section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure "B".

Details of employee remuneration as required under provisions of section 197 of the Act and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees drawing remuneration in excess of the limits set out in the aforesaid Rules, forms part of this Report. However, in line with the provisions of Section 136(1) of the Act, the Report and Financial Statements as set out therein, are being sent to all members of your Company excluding the aforesaid information. The particulars shall be made available to any member on request.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year 2022-23 and the date of this report.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS

There are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

## TRANSFER TO RESERVES

No amount is proposed to be transferred to General Reserve on declaration of dividend(s).

## POLICIES

Your Company has formulated Policy on Related Party Transactions, Policy for determining material subsidiaries, CSR Policy and Whistle Blower Policy in terms of the legal requirements. These and other policies are available on the website of the Company at https://w3.accelya.com/investors/

## RELATED PARTY TRANSACTIONS

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

Pursuant to the provisions of Section 134(3)(h) of the Act, the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act and prescribed in Form AOC-2 of Companies (Accounts) Rules, 2014, are provided elsewhere in this Report.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm's length.

**VIGIL MECHANISM**

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide a framework to promote responsible and secure whistle blowing process. It protects employees wishing to raise a concern about serious irregularities within the Company or its employees.

Protected disclosures can be made by a whistle blower through an email or by a phone call to the Ombudsperson appointed under the Policy. No personnel of the Company has been denied access to the audit committee.

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has constituted Internal Complaints Committees.

The Company did not receive any complaint of sexual harassment during the financial year 2022-23.

**RISK MANAGEMENT**

The Company has constituted a Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

The Company has a robust Risk Management framework to identify, evaluate and mitigate risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The risk framework defines the risk management approach across the enterprise at various levels.

**POLICY ON APPOINTMENT OF DIRECTORS, KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT & OTHER EMPLOYEES AND REMUNERATION POLICY**

The Company has framed a policy on appointment of directors, key managerial personnel, senior management & other employees and remuneration policy which is annexed as Annexure "C".

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In accordance with the requirements of section 135 of the Act, your Company has constituted a Corporate Social Responsibility Committee ("CSR Committee"). The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report.

Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure "D".

**AUDITORS**

**Statutory Auditors**

Your Company at its thirty fourth Annual General Meeting held on 28 October, 2020 had appointed Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117366W/W - 100018) as Statutory Auditors of the Company up to the conclusion of the thirty ninth Annual General Meeting. The requirement for the annual ratification of auditor's appointment at the Annual General Meeting has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018. The Statutory Auditors have confirmed that they satisfy the independence criteria as required under the Act. There are no qualifications, reservations or adverse remarks against the Company made by the Statutory Auditors in their report.

Further, there was no instance of fraud reported by the Statutory Auditors during the year under review, as required under section 134 of the Act and rules thereunder.

**Secretarial Auditor**

Pursuant to the provisions of section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Nilesh A. Pradhan & Co. LLP., Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure E". There are no qualifications, reservations or adverse remarks against the Company made by the Secretarial Auditors in their report.

**SECRETARIAL STANDARDS**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

**EXTRACT OF ANNUAL RETURN**

Extract of Annual Return of the Company is annexed herewith as Annexure "F". The Annual Return is available on https://w3.accelya.com/investors/

**CORPORATE GOVERNANCE AND BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms part of this report. Business Responsibility and Sustainability Report under Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015 forms a part of this report and is annexed herewith as Annexure "G".

**FIXED DEPOSITS**

During the year your Company has not accepted fixed deposits from the public.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are annexed hereto as Annexure "H".

**OTHER DISCLOSURES**

i) Details in respect of Company's internal controls with reference to financial statements are stated in the Management Discussion and Analysis which forms part of this report.

ii) The requirements to disclose the details of difference between amount of the valuation done at time of onetime settlement and the valuation done while taking loan from banks and financial institutions along with the reasons thereof, is not applicable.

iii) No application has been made under the Insolvency and Bankruptcy Code, hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year under review along with their status as at the end of the financial year is not applicable.

iv) The Company is not required to maintain cost records, as specified by the Central Government under section 148 of the Act

**ACKNOWLEDGMENT**

Your directors extend their gratitude to all investors, clients, vendors, banks, financial institutions, regulatory and governmental authorities and stock exchanges for their continued support during the year. The directors place on record their appreciation of contribution made by the employees at all levels for their dedicated and committed efforts during the year.

**For and on behalf of the Board of Directors**

| | |
|---|---|
| **Gurudas Shenoy** | **Saurav Adhikari** |
| **Managing Director** | **Independent Director** |
| (DIN: 03573375) | (DIN: 08402010) |
| Place: Mumbai | Mumbai |
| Date: 27 July, 2023 | 27 July, 2023 |

# Annexure 'A'

## Dividend Distribution Policy

**(Approved by the Board of Directors at their meeting held on 20th August, 2020)**

### INTRODUCTION

This Policy is called "Accelya Solutions India Limited – Dividend Distribution Policy" (hereinafter referred to as "this Policy") and shall be effective from 20th August, 2020 ("Effective Date"). In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Accelya Solutions India Limited (hereinafter referred to as "the Company") is required to frame this Policy.

### DEFINITIONS

i) "Act" shall mean the Companies Act, 2013 including the rules made thereunder.

ii) "Company" shall mean Accelya Solutions India Limited.

iii) "CFO" shall mean Chief Financial Officer of the Company.

iv) "Board" or "Board of Directors" shall mean Board of Directors of the Company.

v) "Dividend" shall mean Dividend as defined under Companies Act, 2013 or SEBI Regulations.

vi) "SEBI Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.

### POLICY

This policy aims at ensuring compliance with the provisions of Regulation 43A of the SEBI Regulations.

#### Frequency of payment of dividend

The Company believes in rewarding its shareholders as and when the funds are available for distribution as dividend and generally strive to declare interim dividend at least once in a year and to recommend final dividend to the Members at the Annual General Meeting of the Company.

#### Financial parameters and internal and external factors that would be considered for declaration of dividend

The Company would, inter alia, consider the following financial parameters and / or internal & external factors before declaring dividend(s) or recommending dividend(s) to the shareholders:

- Current year profits arrived at after providing for depreciation in accordance with the provisions of section 123 and other applicable provisions, if any, of the Act;
- Profits from any of the previous financial year(s) arrived at after providing for depreciation in accordance with the provisions of Section 123 and other applicable provisions, if any, of the Act;
- Fund requirements to finance the working capital needs of the business;
- Opportunities / avenues for investment of the funds of the Company for future growth.
- Optimal free cash to fund any exigencies, if any.

In case the Board proposes not to distribute the profit, the grounds thereof and information on utilisation of the retained earnings, if any, shall be disclosed to the shareholders in the Board's Report forming part of Annual Report of the Company.

**Circumstances under which their shareholders can or cannot expect dividend**

In an event where the profits of the Company are inadequate or if the Company incurs losses, the Company would like to use the Company's reserves judiciously and not declare dividend or declare dividend lower than its normal rate of dividend.

**Procedure for declaration / recommendation of dividend**

- The CFO jointly with the Managing Director of the Company shall suggest any amount to be declared / recommended as dividend to the Board of Directors of the Company, taking into account the aforementioned parameters.
- Dividend (including interim and/or final) would be declared and paid to equity shareholders at the rate fixed by the Board of Directors of the Company. Final dividend proposed by the Board of Directors, if any, would be subject to the approval of the shareholders at the Annual General Meeting.
- The Compliance Officer of the Company shall ensure compliance of Insider Trading Regulations and SEBI Regulations with respect to payment of recommendation / declaration of dividend.

**AMENDMENTS TO THE POLICY**

Any amendment(s) of any provision of this policy shall be carried out by persons authorized by the Board in this regard.

## Annexure 'B'

**Statement of Disclosure of Remuneration under section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

i) The ratio of remuneration of each director to the median employee's remuneration, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary during the financial year 2022-23.

| Sr. No. | Name of the Director / KMP | Designation | Ratio of remuneration of each Director to median remuneration of Employees | Percentage increase in remuneration |
|---|---|---|---|---|
| 1 | Gurudas Shenoy | Managing Director | 52:1 | Not Applicable |
| 2 | Ninad Umranikar | Company Secretary | Not Applicable | 10% |
| 3 | Uttamkumar Bhati | Chief Financial Officer | Not Applicable | 12% |

ii) The percentage increase in the median remuneration of employees in the financial year 2022-23 was 10.5%.

iii) The Company has 1,310 permanent employees on the rolls of the Company as on 30th June, 2023.

iv) Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 10.9% whereas the increase in the managerial remuneration was Nil.

v) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

## Annexure 'C'

**Policy on Appointment of Directors, Key Managerial Personnel, Senior Management & Other Employees and Remuneration Policy**

1. **Term of Appointment of Directors**

   A. **Maximum Tenure of Independent Directors**

   i) An independent director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of up to five consecutive years on passing of a special resolution by the Company.

   Provided that a person who has already served as an independent director for five years or more in the Company as on 1st October, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

   Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence mentioned in (5) (A) below.

   ii) An independent director who completes his above mentioned term shall be eligible for appointment as independent director in the Company only after the expiration of three years of ceasing to be an independent director in the Company.

   B. **Term of Other Directors**

   Not less than two-thirds of the total number of directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation and be appointed by the Company in general meeting.

   For the purpose of determining directors liable to retire by rotation, "total number of directors" shall not include independent directors on the Board of the Company.

2. **Appointment of Key Managerial Personnel and Persons in Senior Management**

   The Committee shall appoint Key Managerial Personnel and persons in Senior Management and shall approve the terms and conditions of their appointment including their remuneration. The Committee shall strive to appoint a person best suited for the job in terms of talent, qualification and experience required for the position.

   Senior Management shall mean personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Board of Directors and includes functional heads.

3. **Criteria for Determining Qualifications of Directors**

   For a person to qualify as a director he shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, human resource, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

4. **Positive Attributes**

   a) **Integrity**

   A director, Key Managerial Personnel and a person in Senior Management shall be a person of integrity and shall uphold highest standards of probity.

   b) **Commitment**

   A director, Key Managerial Personnel and a person in Senior Management shall devote sufficient time and attention to his professional obligations for informed and balanced decision making.

c) **Compatibility**

A director should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

5. **Criteria for Determining Independence of Directors**

An independent director shall be a director other than a managing director or a whole-time director or a nominee director,—

(a) who is a person of integrity and possesses relevant expertise and experience;

(b) (i) who is or was not a promoter of the Company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or directors in the Company, its holding, subsidiary or associate company;

(c) who has or had no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(d) none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(e) who, neither himself nor any of his relatives—

(i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company; or

(f) who possesses the qualifications prescribed in (1) above.

6. **Evaluation of Performance of Independent Directors**

Every independent director shall self-evaluate his performance and shall submit a report on his self-evaluation to the Chairman of the Company. The Chairman shall review the performance of the independent director and provide feedback as appropriate.

**Remuneration Policy**

1. **Objective**

The Nomination and Remuneration Committee of the Board of Directors ("the Committee") of Accelya Solutions India Limited (the "Company" or "ASIL") has adopted the following policy and procedures with regard to remuneration to the directors, key managerial personnel and other employees of the Company. The Committee may review and amend this policy from time to time.

In determining the remuneration & compensation, the Company shall take into consideration individual performance of the employee and company performance determined through the process of annual appraisals.

The remuneration and compensation policy of the Company aims to attract, retain and motivate employees.

The remuneration to the managing director, key managerial personnel and senior management involves a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

This policy is intended to ensure that all necessary approvals are obtained and all reporting requirements are duly complied with in respect of remuneration of directors and key managerial personnel of the Company.

2. **Effective Date**

This Policy is effective from 1st April 2014.

3. **Remuneration**

A. **Independent Directors and Non-Executive Non-Independent Directors**

a) **Commission**

Independent directors and non-executive non-independent directors of the Company may be paid such remuneration as the Board of Directors may decide from time to time, subject to the approval of the shareholders of the Company. The independent directors and non-executive non-independent directors may be paid remuneration by way of commission subject to the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Companies Act, 2013 ("the Act").

The percentages aforesaid shall be exclusive of any sitting fees payable to independent directors and non-executive non-independent director for attending meetings of the Board of Directors or of any committee thereof and re-imbursement of out of pocket expenses incurred by the independent directors.

b) **Re-imbursement of out of pocket expenses**

The Company may reimburse out-of-pocket expenses incurred by the independent directors and nonexecutive non-independent directors for attending the meetings.

c) **Sitting Fees**

The Board of Directors of the Company may decide from time to time, sitting fees payable to independent directors and non-executive non-independent directors for attending meetings of the Board or committees thereof.

The sitting fees shall not exceed rupees one hundred thousand (₹ 100,000) per independent director and non-executive non-independent director per meeting of the Board or committee thereof.

The independent directors and non-executive non-independent directors shall not participate in the meeting on any discussion relating to the remuneration payable to them.

The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

B. **Remuneration to Managing Director**

The Managing Director shall be paid remuneration in accordance with industry standards.

Based on the industry standards, the Managing Director of the Company may be paid such remuneration as the Board of Directors may decide, from time to time, on the recommendation of the Nomination & Compensation Committee, subject to the approval of the shareholders of the Company.

The Managing Director may be paid remuneration which shall not exceed five per cent of the net profits of the Company.

Provided that if, in any financial year, the Company has no profits or its profits are inadequate, the Company may pay to its Managing Director, by way of remuneration any sum in accordance with the provisions of Schedule V to the Act and if it is not able to comply with such provisions, it may pay remuneration to the Managing Director after obtaining previous approval of the Central Government.

C. **Remuneration to Key Managerial Personnel and Senior Management**

Remuneration and compensation to key managerial personnel and persons in senior management shall be competitive and in accordance with industry benchmarks.

The remuneration and compensation shall involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

D. **Remuneration to other employees**

In determining the remuneration and compensation to employees other than those mentioned above, the Company shall take into consideration individual performance of the employee and company performance determined through the process of annual appraisals.

4. **Disclosures**

This policy shall be disclosed in the Board's report. In addition to the above, the following shall be disclosed in the Board's report:

i) The ratio of remuneration of each director to the median employee's remuneration.

ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year;

iii) The percentage increase in the median remuneration of employees in the financial year;

iv) The number of permanent employees on the rolls of the Company;

v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

vi) Affirmation that the remuneration is as per the remuneration policy of the Company.

In the event of any clause in the "Policy on Appointment of Directors, Key Managerial Personnel, Senior Management & Other Employees and Remuneration Policy" undergoes a change as a result of any statutory amendment to any law referred therein, such clause shall automatically stand amended without referring to the Board.

# Annexure 'D'

**Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2022-23**
**[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]**

**Brief Outline of CSR Policy**

Accelya Solutions India Limited has been a socially responsible company since inception and has been contributing actively for CSR activities to benefit the socially & economically disadvantaged communities.

The objectives of the CSR policy are to –

- Clarify and establish the CSR vision, focus areas and strategy of the Company.
- Establish the governance mechanism and process – how the CSR budget and activities shall be approved, monitored and reported to the Board of Directors and other stakeholders.

For the Company, corporate social responsibility firstly means responsible business practices through the involvement of all stakeholders in the decision making process and in operations. It entails having business policies that are ethical, equitable, environmentally conscious, gender sensitive and sensitive towards the differently abled.

Apart from responsible business practices, the Company believes that it must contribute to uplift sections of society that are disadvantaged. Creating a better society is the job of everyone and in some way every individual, every organisation must contribute towards a better community and country.

Over the years, the Company has engaged with Catalysts for Social Action (CSA), an NGO registered under the Charities Act, for rehabilitation of orphaned children, promoting preventive healthcare & sanitation, making available safe drinking water ensuring environmental sustainability and ecological balance. CSA works for the holistic rehabilitation of the orphaned child. The Company has also engaged with Sri Sathya Sai Health & Education Trust, a not-for-profit organisation dedicated to provide children with congenital heart diseases with free of cost treatment at its chain of hospitals, restoring dignity to a child's life and gifting them a healthy childhood.

**2. Composition of the CSR Committee**

| Sr. No. | Name of Director | Designation | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Nani Javeri* | Independent Director | 4 (Four) | 3 |
| 2 | Meena Jagtiani# | Independent Director | | - |
| 3 | Sangeeta Singh | Independent Director | | 3 |
| 4 | James Davidson | Non-Executive Chairman | | 1 |

* Retired with effect from 7th July, 2023.

# Appointed with effect from 27th June, 2023.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

https://w3.accelya.com/wp-content/uploads/2021/07/Corporate-Social-Responsibility-Policy.pdf

https://w3.accelya.com/investors/

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

6. Average net profit of the company as per section 135(5): ₹ 8,956.97 lakhs.

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 179.14 lakhs

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable

   (c) Amount required to be set off for the financial year, if any: Not Applicable

   (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 179.14 lakhs

8. (a) CSR amount spent or unspent for the financial year:

| **Total Amount Spent for the Financial Year** | **Amount Unspent** | | | | |
|---|---|---|---|---|---|
| | **Total Amount transferred to Unspent CSR Account as per section 135(6)** | | **Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).** | | |
| | Amount | Date of Transfer | Name of the Fund | Amount | Date of Transfer |
| 1,79,14,000 | - | - | Not Applicable | | |

   (b) Details of CSR amount spent against ongoing projects for the financial year:

| 1 | 2 | 3 | 4 | 5 | | 6 | 7 | 8 | 9 | 10 | 11 | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Sl. No** | **Name of the Project** | **Item from the list of activities in Schedule VII to the Act** | **Local Area (Yes /NO)** | **Location of the Project** | | **Project Duration** | **Amount allocated for the project** | **Amount spent in the current financial year** | **Amount transferred to unspent CSR Account for the project as per Section 135(6) (in Rs.)** | **Mode of implement-ation Direct (Yes/ NO)** | **Mode of implementation - Through implementing agency** | |
| | | | | State | District | | | | | | Name | Registration No. |
| 1 | - | - | - | - | - | - | - | - | - | - | - | - |

(c) Details of CSR amount spent against other than ongoing projects for the financial year

| Sl No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local Area (Yes/ No) | Location of the Project | | Amount spent for the project | Mode of Implementation – Direct (Yes /No) | Mode of Implementation - Through Implementing Agency | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | State | District | | | Name | Registration no. |
| 1 | Project SAMBHAV | Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. | Yes | Maharashtra Goa Madhya Pradesh Odisha | Mumbai, Thane, Raigad, Palghar, Pune, Baramati, Ahmednagar, Aurangabad, Nashik, South Goa and North Goa Indore, Hosangabad, Kandhamal, Kalahandi | 1,52,26,900 | No | Catalysts for Social Action | CSR00002803 |
| 2 | Sri Sathya Sai Medical & Education Trust | Providing free of cost treatment at its chain of hospitals to children having congenital heart diseases | Yes | Maharashtra | Mumbai | 26,87,100 | No | Sri Sathya Sai Medical & Education Trust | CSR00001048 |
| | **Total** | | | | | **1,79,14,000** | | | |

(d) Amount spent in Administrative Overheads - NIL

(e) Amount spent on Impact Assessment, if applicable - NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) - Rs. 179.14 Lakhs

(g) Excess amount for set off, if any: NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years:

| Sl. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (Rs. in Lakhs) | Amount spent in the reporting Financial Year (Rs. in Lakhs) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | | | Amount remaining to be spent in succeeding financial (Rs. in Lakhs) |
|---|---|---|---|---|---|---|---|
| | | | | Name of the Fund | Amount (Rs. in Lakhs) | Date of transfer | |
| 1 | 2021-22 | - | 213.00 | - | - | - | - |
| 2 | 2020-21 | 13.15 | 264.06 | - | - | - | - |
| 3 | 2019-20 | - | 290.74 | - | - | - | - |

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NIL

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

**For and on behalf of the Board of Directors**

| | |
|---|---|
| **Gurudas Shenoy** | **James Davidson** |
| **Managing Director** | **Chairman of the Board** |
| (DIN: 03573375) | (DIN: 08396893) |
| Place: Mumbai | Mumbai |
| Date: 27 July, 2023 | 27 July, 2023 |

## Annexure 'E'

### SECRETARIAL AUDIT REPORT

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**FOR THE FINANCIAL YEAR ENDED JUNE 30, 2023**

To,
The Members,
**ACCELYA SOLUTIONS INDIA LIMITED**
5th & 6th Floor, Building No. 4, Raheja Woods,
River Side 25A, West Avenue, Kalyani Nagar, Pune - 411006

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACCELYA SOLUTIONS INDIA LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/Statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by "the Company" and submitted by the Company for verification through electronic mode and also the information provided by "the Company", its officers, agents authorized representatives during the conduct of Secretarial Audit , the explanations and clarifications given to us, We hereby report that in our opinion, the Company, during the audit period covering the financial year ended June 30,2023 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended June 30, 2023 according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made there under;

ii) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;

iii) The Depositories Act, 1996 and the regulations and bye-laws framed there under;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and External Commercial Borrowings;

v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable as the Company has not issued any Share based Employee Benefits during the financial year under review);

(e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable as the Company has not issued any further share capital during the year)

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable as the Company has not delisted /propose to delist any of its securities during the financial year under review.); and

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable as the Company has not bought back /propose to buy back any of its securities during the financial year under review).

vi) The Company has identified the following laws as specifically applicable to the Company:

1) Information Technology Act, 2000.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above:.

**We further report that: -**

The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The decisions at Board meetings and committee meetings are carried out unanimously or as recorded in the minutes of the meeting of Board of Directors or committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, there were no instances of:

(i) Public / Rights / Preferential issue of shares /debentures / sweat equity.

(ii) Redemption / buy-back of securities.

(iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.

(iv) Foreign Technical collaborations.

**We further report that** during the audit period the Company has not undertaken events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Nilesh A. Pradhan & Co.,LLP**
**Company Secretaries**

**Nilesh A.Pradhan**
**Partner**
**FCS No: 5445**
**CP No: 3659**
**PR No.:1908/2022**
**UDIN: F005445E000672529**

Place: Mumbai
Date: July 27, 2023

Note: This report should be read with our letter which is annexed as Annexure I and forms integral part of this report.

## Annexure A to the Secretarial Audit Report

To,
The Members,
**ACCELYA SOLUTIONS INDIA LIMITED**
5th & 6th Floor, Building No. 4, Raheja Woods,
River Side 25A, West Avenue, Kalyani Nagar,
Pune 411 006.

Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts and internal Control System of the company.
4. Where ever required, more specifically with respect to the all other applicable laws , except as stated in Secretarial Audit Report we have obtained and relied upon the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Nilesh A. Pradhan & Co.,LLP**
**Company Secretaries**

**Nilesh A.Pradhan**
**Partner**
**FCS No: 5445**
**CP No: 3659**
**PR No.:1908/2022**
**UDIN:** ___________________________

Place: Mumbai
Date:

# Annexure 'F'

**FORM NO. MGT 9**
**EXTRACT OF ANNUAL RETURN**
**For financial year ended 30 June, 2023**

*Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014*

## I. REGISTRATION & OTHER DETAILS

| | | |
|---|---|---|
| 1. | CIN | L74140PN1986PLC041033 |
| 2. | Registration Date | 25 September, 1986 |
| 3. | Name of the Company | Accelya Solutions India Limited |
| 4. | Category/Sub-category of the Company | Public Company / Subsidiary of Foreign Company limited by shares |
| 5. | Address of the Registered office & contact details | 5th & 6th Floor, Building No. 4,<br>Raheja Woods, River Side 25A, West Avenue,<br>Kalyani Nagar, Pune 411 006<br>Tel: 020-66083777<br>E-mail: accelyaindia.investors@accelya.com<br>Website : w3.accelya.com |
| 6. | Whether listed company | Yes |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | M/s. KFin Technologies Limited,<br>Unit : Accelya Solutions India Limited,<br>Selenium Tower B, Plot 31-32, Gachibowli Financial District,<br>Nanakramguda Hyderabad - 500 032<br>Phone : +91 - 40 - 67162222<br>Fax : +91 - 40 - 23001153<br>Toll Free no.: 1800-345-4001<br>E-mail : einward.ris@kfintech.com<br>Website : www.kfintech.com |

## 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)

| Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---|---|---|
| Computer programming, consultancy and related activities | 620 | 100 |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and address of the Company | CIN/GLN | Holding / Subsidiary / Associate | % of Shares Held | Applicable Section |
|---|---|---|---|---|---|
| 1 | Accelya Holding World S.L. Avenida Diagonal, 613, 9º A y B 08028 Barcelona, Spain | Not Applicable | Holding | 74.66 | 2(46) |
| 2 | Accelya Solutions Americas Inc. 1405 Plymouth Road, North Brunswick, NJ 08902, USA | Not Applicable | Subsidiary | 100 | 2(87) |
| 3 | Accelya Solutions UK Limited Acre House, 11/15 William Road, London, NW13ER | Not Applicable | Subsidiary | 100 | 2(87) |

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

| Sr. No. | Category of Shareholders | No. of Shareholders | No. of Equity Shares | Nominal Value of Equity Shares (in ₹) | Percentage Holding |
|---|---|---|---|---|---|
| 1 | **Promoters & Promoters Group** | 1 | 1,11,43,295 | 11,14,32,950 | 74.6556 |
| 2 | **Institutions** | | | | |
| | Mutual Funds | 1 | 7,783 | 77,830 | 0.0521 |
| | Financial Institutions / Banks | 4 | 687 | 6,870 | 0.0046 |
| | Foreign Portfolio Investors (Corporate) | 11 | 31,141 | 3,11,410 | 0.2086 |
| | Qualified Institutional Buyer | 1 | 44,787 | 4,47,870 | 0.3001 |
| | Alternate Investment Funds | 0 | 0 | 0 | 0 |
| | Insurance Companies | 0 | 0 | 0 | 0 |
| | Central Government | 0 | 0 | 0 | 0 |
| | State Government | 0 | 0 | 0 | 0 |
| 3 | **Non-Institutions** | | | | |
| | Bodies Corporate | 229 | 11,57,010 | 1,15,70,100 | 7.7515 |
| | Foreign Nationals | 4 | 9,041 | 90,410 | 0.0606 |
| | Resident Individuals | 26,063 | 22,04,957 | 2,20,49,570 | 14.7741 |
| | HUF | 600 | 75,288 | 7,52,880 | 0.5044 |
| | Non-Resident Indians | 805 | 1,84,939 | 18,49,390 | 0.7794 |
| | Key Managerial Personnel | 3 | 268 | 2,680 | 0.0018 |
| | Trusts | 1 | 500 | 5,000 | 0.0033 |
| | Clearing Members | 3 | 160 | 1,600 | 0.0011 |
| | IEPF | 1 | 66,405 | 6,64,050 | 0.4449 |
| | NBFC | 0 | 0 | 0 | 0 |
| | **Total** | **27,727** | **1,49,26,261** | **14,92,62,610** | **100.0000** |

A) **Shareholding of Promoter**

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share-holding during the 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 | Accelya Holding World S.L. | 1,11,43,295 | 74.66 | - | 1,11,43,295 | 74.66 | - | - |
| 2 | Accelya Group Bidco Limited | - | - | - | - | - | - | - |

B) Change in Promoters' Shareholding (please specify, if there is no change)

| Sr. No. | Name of the Shareholder | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---|---|---|---|---|---|---|
| | | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Accelya Holding World S.L. | At the beginning of the year | 1,11,43,295 | 74.6556 | 1,11,43,295 | 74.6556 |
| | | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): | - | - | - | - |
| | | At the end of the year | 1,11,43,295 | 74.6556 | 1,11,43,295 | 74.6556 |

C) Shareholding Pattern of top ten shareholders (Other than Directors and Promoters)

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the Year | | Date | Increase / (Decrease) in share-holding | Reason | Cumulative Shareholding during the Year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 1 | Plutus Wealth Management LLP | 7,00,000 | 4.69 | 30/06/2022 | | Opening Balance | 7,00,000 | 4.69 |
| | | | | 02/09/2022 | 50,000 | Purchase | 7,50,000 | 5.02 |
| | | | | 04/11/2022 | 50,000 | Purchase | 8,00,000 | 5.36 |
| | | | | 02/12/2022 | 68,496 | Purchase | 8,68,496 | 5.82 |
| | | | | 09/12/2022 | 1,00,000 | Purchase | 9,68,496 | 6.49 |
| | | | | 09/12/2022 | -93,496 | Sale | 8,75,000 | 5.86 |
| | | | | 30/12/2022 | 11,000 | Purchase | 8,86,000 | 5.94 |
| | | | | 30/12/2022 | -11,000 | Sale | 8,75,000 | 5.86 |
| | | | | 27/01/2023 | 25,000 | Purchase | 9,00,000 | 6.03 |
| | | | | 24/03/2023 | 50,000 | Purchase | 9,50,000 | 6.36 |
| | | | | 31/03/2023 | 8,643 | Purchase | 9,58,643 | 6.42 |
| | | | | 07/04/2023 | 3,605 | Purchase | 9,62,248 | 6.45 |
| | | | | 14/04/2023 | 23,369 | Purchase | 9,85,617 | 6.60 |
| | | | | 21/04/2023 | 14,383 | Purchase | 10,00,000 | 6.70 |
| | | | | 12/05/2023 | 58,643 | Purchase | 10,58,643 | 7.09 |
| | | | | 12/05/2023 | -58,643 | Sale | 10,00,000 | 6.70 |
| | | | | 19/05/2023 | 2,34,571 | Purchase | 12,34,571 | 8.27 |
| | | | | 19/05/2023 | -2,34,571 | Sale | 10,00,000 | 6.70 |
| | | | | 26/05/2023 | 27,000 | Purchase | 10,27,000 | 6.88 |
| | | | | 26/05/2023 | -1,77,000 | Sale | 8,50,000 | 5.69 |
| | | | | 02/06/2023 | 2,00,000 | Purchase | 10,50,000 | 7.03 |
| | | | | 02/06/2023 | -50,000 | Sale | 10,00,000 | 6.70 |
| | | | | 09/06/2023 | 27,000 | Purchase | 10,27,000 | 6.88 |
| | | | | 09/06/2023 | -27,000 | Sale | 10,00,000 | 6.70 |

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the Year | | Date | Increase / (Decrease) in share-holding | Reason | Cumulative Shareholding during the Year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| | | | | 23/06/2023 | 77,000 | Purchase | 10,77,000 | 7.22 |
| | | | | 23/06/2023 | -77,000 | Sale | 10,00,000 | 6.70 |
| | | | | 30/06/2023 | | Closing Balance | 10,00,000 | 6.70 |
| 2 | Invesco India Smallcap Fund | 1,23,084 | 0.82 | 30/06/2022 | | Opening Balance | 1,23,084 | 0.82 |
| | | | | 09/12/2022 | -4,063 | Sale | 1,19,021 | 0.80 |
| | | | | 16/12/2022 | -2,966 | Sale | 1,16,055 | 0.78 |
| | | | | 20/01/2023 | -26,023 | Sale | 90,032 | 0.60 |
| | | | | 27/01/2023 | -15,449 | Sale | 74,583 | 0.50 |
| | | | | 17/02/2023 | -933 | Sale | 73,650 | 0.49 |
| | | | | 24/03/2023 | -9,002 | Sale | 64,648 | 0.43 |
| | | | | 07/04/2023 | -490 | Sale | 64,158 | 0.43 |
| | | | | 12/05/2023 | -475 | Sale | 63,683 | 0.43 |
| | | | | 19/05/2023 | -7,008 | Sale | 56,675 | 0.38 |
| | | | | 26/05/2023 | -6,603 | Sale | 50,072 | 0.34 |
| | | | | 02/06/2023 | -2,406 | Sale | 47,666 | 0.32 |
| | | | | 09/06/2023 | -1,620 | Sale | 46,046 | 0.31 |
| | | | | 16/06/2023 | -16,409 | Sale | 29,637 | 0.20 |
| | | | | 23/06/2023 | -18,820 | Sale | 10,817 | 0.07 |
| | | | | 30/06/2023 | -3,034 | Sale | 7,783 | 0.05 |
| | | | | 30/06/2023 | | Closing Balance | 7,783 | 0.05 |
| 3 | Rohini Nilekani | 1,00,000 | 0.67 | 30/06/2022 | | Opening Balance | 1,00,000 | 0.67 |
| | | | | 02/12/2022 | -15,000 | Sale | 85,000 | 0.57 |
| | | | | 30/06/2023 | | Closing Balance | 85,000 | 0.57 |
| 4 | Investor Education and Protection Fund Authority Ministry of Corporate Affairs | 64,784 | 0.43 | 30/06/2022 | | Opening Balance | 64,784 | 0.43 |
| | | | | 08/07/2022 | -150 | Sale | 64,634 | 0.43 |
| | | | | 09/12/2022 | 810 | Purchase | 65,444 | 0.44 |
| | | | | 16/12/2022 | 1 | Purchase | 65,445 | 0.44 |
| | | | | 05/05/2023 | 960 | Purchase | 66,405 | 0.44 |
| | | | | 30/06/2023 | | Closing Balance | 66,405 | 0.44 |
| 5 | PNB Metlife India Insurance Company Limited | 43,098 | 0.29 | 30/06/2022 | | Opening Balance | 43,098 | 0.29 |
| | | | | 15/07/2022 | -94 | Sale | 43,004 | 0.29 |

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the Year | | Date | Increase / (Decrease) in share-holding | Reason | Cumulative Shareholding during the Year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| | | | | 29/07/2022 | -813 | Sale | 42,191 | 0.28 |
| | | | | 20/01/2023 | 1,120 | Purchase | 43,311 | 0.29 |
| | | | | 27/01/2023 | 2,277 | Purchase | 45,588 | 0.31 |
| | | | | 24/02/2023 | 1,128 | Purchase | 46,716 | 0.31 |
| | | | | 10/03/2023 | -1,120 | Sale | 45,596 | 0.31 |
| | | | | 24/03/2023 | 1,960 | Purchase | 47,556 | 0.32 |
| | | | | 31/03/2023 | 65 | Purchase | 47,621 | 0.32 |
| | | | | 21/04/2023 | 1,834 | Purchase | 49,455 | 0.33 |
| | | | | 28/04/2023 | -193 | Sale | 49,262 | 0.33 |
| | | | | 12/05/2023 | -3,127 | Sale | 46,135 | 0.31 |
| | | | | 09/06/2023 | -1,348 | Sale | 44,787 | 0.30 |
| | | | | 30/06/2023 | | Closing Balance | 44,787 | 0.30 |
| 6 | Preeti Parag Shah | 40,628 | 0.27 | 30/06/2022 | | Opening Balance | 40,628 | 0.27 |
| | | | | 01/07/2022 | 221 | Purchase | 40,849 | 0.27 |
| | | | | 08/07/2022 | 229 | Purchase | 41,078 | 0.28 |
| | | | | 15/07/2022 | 1 | Purchase | 41,079 | 0.28 |
| | | | | 22/07/2022 | 460 | Purchase | 41,539 | 0.28 |
| | | | | 29/07/2022 | 1,100 | Purchase | 42,639 | 0.29 |
| | | | | 21/10/2022 | -5,899 | Sale | 36,740 | 0.25 |
| | | | | 28/10/2022 | 286 | Purchase | 37,026 | 0.25 |
| | | | | 02/12/2022 | -358 | Sale | 36,668 | 0.25 |
| | | | | 23/12/2022 | 785 | Purchase | 37,453 | 0.25 |
| | | | | 13/01/2023 | 100 | Purchase | 37,553 | 0.25 |
| | | | | 27/01/2023 | 320 | Purchase | 37,873 | 0.25 |
| | | | | 03/02/2023 | 894 | Purchase | 38,767 | 0.26 |
| | | | | 17/02/2023 | 100 | Purchase | 38,867 | 0.26 |
| | | | | 24/02/2023 | 1 | Purchase | 38,868 | 0.26 |
| | | | | 17/03/2023 | 808 | Purchase | 39,676 | 0.27 |
| | | | | 21/04/2023 | -18,341 | Sale | 21,335 | 0.14 |
| | | | | 28/04/2023 | 383 | Purchase | 21,718 | 0.15 |
| | | | | 05/05/2023 | -383 | Sale | 21,335 | 0.14 |
| | | | | 12/05/2023 | -6,190 | Sale | 15,145 | 0.10 |
| | | | | 19/05/2023 | -15,145 | Sale | 0 | 0.00 |
| | | | | 30/06/2023 | | Closing Balance | 0 | 0.00 |
| 7 | Parag Anop Shah | 33,981 | 0.23 | 30/06/2022 | | Opening Balance | 33,981 | 0.23 |
| | | | | 01/07/2022 | 260 | Purchase | 34,241 | 0.23 |

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the Year | | Date | Increase / (Decrease) in share-holding | Reason | Cumulative Shareholding during the Year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| | | | | 08/07/2022 | 131 | Purchase | 34,372 | 0.23 |
| | | | | 15/07/2022 | 1,705 | Purchase | 36,077 | 0.24 |
| | | | | 22/07/2022 | -460 | Sale | 35,617 | 0.24 |
| | | | | 29/07/2022 | -1,100 | Sale | 34,517 | 0.23 |
| | | | | 21/10/2022 | -83 | Sale | 34,434 | 0.23 |
| | | | | 28/10/2022 | -2,398 | Sale | 32,036 | 0.21 |
| | | | | 18/11/2022 | -20 | Sale | 32,016 | 0.21 |
| | | | | 02/12/2022 | 160 | Purchase | 32,176 | 0.22 |
| | | | | 23/12/2022 | 127 | Purchase | 32,303 | 0.22 |
| | | | | 06/01/2023 | 60 | Purchase | 32,363 | 0.22 |
| | | | | 13/01/2023 | 240 | Purchase | 32,603 | 0.22 |
| | | | | 27/01/2023 | 35 | Purchase | 32,638 | 0.22 |
| | | | | 03/02/2023 | 76 | Purchase | 32,714 | 0.22 |
| | | | | 10/02/2023 | 2 | Purchase | 32,716 | 0.22 |
| | | | | 17/02/2023 | 1,345 | Purchase | 34,061 | 0.23 |
| | | | | 24/02/2023 | 275 | Purchase | 34,336 | 0.23 |
| | | | | 03/03/2023 | 8 | Purchase | 34,344 | 0.23 |
| | | | | 17/03/2023 | 751 | Purchase | 35,095 | 0.24 |
| | | | | 21/04/2023 | -7,897 | Sale | 27,198 | 0.18 |
| | | | | 28/04/2023 | -3,931 | Sale | 23,267 | 0.16 |
| | | | | 05/05/2023 | -146 | Sale | 23,121 | 0.15 |
| | | | | 12/05/2023 | -23,121 | Sale | 0 | 0.00 |
| | | | | 30/06/2023 | | Closing Balance | 0 | 0.00 |
| 8 | V E C Indian Special Situations Master Fund Ltd. | 28,153 | 0.19 | 30/06/2022 | | Opening Balance | 28,153 | 0.19 |
| | | | | 11/11/2022 | -8,553 | Sale | 19,600 | 0.13 |
| | | | | 02/12/2022 | -4,600 | Sale | 15,000 | 0.10 |
| | | | | 09/12/2022 | -1,500 | Sale | 13,500 | 0.09 |
| | | | | 12/05/2023 | -13,500 | Sale | 0 | 0.00 |
| | | | | 30/06/2023 | | Closing Balance | 0 | 0.00 |
| 9 | Goldman Sachs (Singapore) PTE. - ODI | 23,128 | 0.15 | 30/06/2022 | | Opening Balance | 23,128 | 0.15 |
| | | | | 21/10/2022 | -10,000 | Sale | 13,128 | 0.09 |
| | | | | 28/10/2022 | -8,398 | Sale | 4,730 | 0.03 |
| | | | | 09/12/2022 | -4,730 | Sale | 0 | 0.00 |
| | | | | 30/06/2023 | | Closing Balance | 0 | 0.00 |

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the Year | | Date | Increase / (Decrease) in share-holding | Reason | Cumulative Shareholding during the Year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| 10 | V E C Discovery Fund | 23,088 | 0.15 | 30/06/2022 | | Opening Balance | 23,088 | 0.15 |
| | | | | 02/12/2022 | -10,088 | Sale | 13,000 | 0.09 |
| | | | | 05/05/2023 | -9,000 | Sale | 4,000 | 0.03 |
| | | | | 12/05/2023 | -2,900 | Sale | 1,100 | 0.01 |
| | | | | 02/06/2023 | -1,100 | Sale | 0 | 0.00 |
| | | | | 30/06/2023 | | Closing Balance | 0 | 0.00 |
| 11 | Hemant Chaudhry | 17,274 | 0.12 | 30/06/2022 | | Opening Balance | 17,274 | 0.12 |
| | | | | 28/10/2022 | 5 | Purchase | 17,279 | 0.12 |
| | | | | 30/06/2023 | | Closing Balance | 17,279 | 0.12 |
| 12 | Mckinley Capital Measa Fund OEIC Limited | 0 | 0.00 | 30/06/2022 | | Opening Balance | 0 | 0.00 |
| | | | | 10/03/2023 | 5,275 | Purchase | 5,275 | 0.04 |
| | | | | 17/03/2023 | 5,262 | Purchase | 10,537 | 0.07 |
| | | | | 24/03/2023 | 5,503 | Purchase | 16,040 | 0.11 |
| | | | | 30/06/2023 | | Closing Balance | 16,040 | 0.11 |
| 13 | Khushboo Munot | 15,125 | 0.10 | 30/06/2022 | | Opening Balance | 15,125 | 0.10 |
| | | | | 30/06/2023 | | Closing Balance | 15,125 | 0.10 |
| 14 | Rangan Bhaumik | 15,083 | 0.10 | 30/06/2022 | | Opening Balance | 15,083 | 0.10 |
| | | | | 30/06/2023 | | Closing Balance | 15,083 | 0.10 |
| 15 | Glaxo Finance Pvt Ltd | 13,300 | 0.09 | 30/06/2022 | | Opening Balance | 13,300 | 0.09 |
| | | | | 30/06/2023 | | Closing Balance | 13,300 | 0.09 |
| 16 | Kabir Singh | 0 | 0.00 | 30/06/2022 | | Opening Balance | 0 | 0.00 |
| | | | | 05/08/2022 | 592 | Purchase | 592 | 0.00 |
| | | | | 12/08/2022 | 6,128 | Purchase | 6,720 | 0.05 |
| | | | | 19/08/2022 | 2,445 | Purchase | 9,165 | 0.06 |
| | | | | 26/08/2022 | 112 | Purchase | 9,277 | 0.06 |
| | | | | 14/10/2022 | 563 | Purchase | 9,840 | 0.07 |
| | | | | 28/10/2022 | 1,010 | Purchase | 10,850 | 0.07 |
| | | | | 23/12/2022 | 381 | Purchase | 11,231 | 0.08 |
| | | | | 30/12/2022 | 449 | Purchase | 11,680 | 0.08 |

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the Year | | Date | Increase / (Decrease) in share-holding | Reason | Cumulative Shareholding during the Year | |
|---|---|---|---|---|---|---|---|---|
| | | No. of Shares | % of total shares of the Company | | | | No. of Shares | % of total shares of the Company |
| | | | | 10/02/2023 | 313 | Purchase | 11,993 | 0.08 |
| | | | | 17/02/2023 | 7 | Purchase | 12,000 | 0.08 |
| | | | | 24/02/2023 | 1,098 | Purchase | 13,098 | 0.09 |
| | | | | 17/03/2023 | 202 | Purchase | 13,300 | 0.09 |
| | | | | 30/06/2023 | | Closing Balance | 13,300 | 0.09 |

**D) Shareholding of Directors and Key Managerial Personnel**

| Sr. No. | Name of Director | Shareholding at the beginning of the year | | Shares purchased / (sold) during the year | | Shareholding at the end of the year | |
|---|---|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | James Davidson | - | - | - | - | - | - |
| 2 | Jose Maria Hurtado | - | - | - | - | - | - |
| 3 | Nani Javeri* | - | - | - | - | - | - |
| 4 | Sangeeta Singh | - | - | - | - | - | - |
| 5 | Gurudas Shenoy | 265 | 0.0018 | - | - | 265 | 0.0018 |
| 6 | Saurav Adhikari | - | - | - | - | - | - |
| 7 | Meena Jagtiani | - | - | - | - | - | - |

* Retired as an Independent Director effective 7th July 2023.

| Sr. No. | Name of Key Managerial Personnel | Shareholding at the beginning of the year | | Shares purchased / (sold) during the year | | Shareholding at the end of the year | |
|---|---|---|---|---|---|---|---|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Uttamkumar Bhati – Chief Financial Officer | 2 | 0.00 | - | 0.00 | 2 | 0.00 |
| 2 | Ninad Umranikar – Company Secretary | 1 | 0.00 | - | 0.00 | 1 | 0.00 |

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|---|---|---|
| **Indebtedness at the beginning of the financial year** | - | - | - | - |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| **Total (i+ii+iii)** | - | - | - | - |

| Change in Indebtedness during the financial year | - | - | - | - |
|---|---|---|---|---|
| * Addition | - | - | - | - |
| * Reduction | - | - | - | - |
| **Net Change** | - | - | - | - |
| **Indebtedness at the end of the financial year** | - | - | - | - |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| **Total (i+ii+iii)** | - | - | - | - |

**VI. Remuneration of Directors and Key Managerial Personnel**

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

| Sr. No. | Particulars of Remuneration | Gurudas Shenoy | Total Amount |
|---|---|---|---|
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961 | 1,77,00,635 | 1,77,00,635 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 21,600 | 21,600 |
| | (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, please specify | - | - |
| | **Total** | **1,77,22,235** | **1,77,22,235** |

**B. Remuneration to other directors**

| Sr. No. | Particulars of Remuneration | Name of Directors | | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | Nani Javeri | Sangeeta Singh | Saurav Adhikari | Meena Jagtiani | Jose Maria Hurtado | James Davidson | |
| | | Independent Directors | | | | Non-Executive Non-Independent Directors | | |
| 1 | Fee for attending Board and committee meetings | 5,70,000 | 7,20,000 | 4,80,000 | - | - | - | **17,70,000** |
| 2 | Commission | 2,00,000 | 2,00,000 | - | - | - | - | **4,00,000** |
| 3 | Others, please specify | - | - | - | - | - | - | **-** |
| | **Total** | **7,70,000** | **9,20,000** | **4,80,000** | **-** | **-** | **-** | **21,70,000** |

C. **Remuneration to Key Managerial Personnel Other Than Managing Director / Manager / Whole-time Director** **(Amount in Rs.)**

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---|---|---|---|---|
| | | Ninad Umranikar (Company Secretary) | Uttamkumar Bhati (CFO) | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 54,27,641 | 1,00,50,171 | 15,477,812 |
| | (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, please specify | - | - | - |
| | **Total** | **54,27,641** | **1,00,50,171** | **15,477,812** |

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

**For and on behalf of the Board of Directors**

**Gurudas Shenoy**
**Managing Director**
(DIN: 03573375)

Place: Mumbai
Date: 27 July, 2023

**Saurav Adhikari**
**Independent Director**
(DIN: 08402010)

Mumbai
27 July, 2023

## Annexure 'G'

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

### SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

| | | |
|---|---|---|
| 1 | Corporate Identity Number (CIN) of the Listed Entity | L74140PN1986PLC041033 |
| 2 | Name of the Listed Entity | Accelya Solutions India Limited |
| 3 | Year of incorporation | 1986 |
| 4 | Registered office address | 5th & 6th Floor, Building No. 4,<br>Raheja Woods, River Side 25A, West Avenue,<br>Kalyani Nagar, Pune 411 006 |
| 5 | Corporate address | 801, Tower - A, Embassy 247 Park,<br>LBS Marg, Vikhroli (W), Mumbai - 400083 |
| 6 | E-mail | accelyaindia.investors@accelya.com |
| 7 | Telephone | +91-20-6608 3777 |
| 8 | Website | w3.accelya.com |
| 9 | Financial year for which reporting is being done | 1 July 2022 to 30 June 2023 |
| 10 | Name of the Stock Exchange(s) where shares are listed | National Stock Exchange of India Ltd ("NSE") and BSE Ltd. ("BSE") |
| 11 | Paid-up Capital | Our paid-up equity share capital as on 30 June, 2023 is ₹ 14,92,62,610 comprising of 14,926,261 equity shares of the face value of ₹ 10 each. |
| 12 | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Mr. Ninad Umranikar<br>Company Secretary<br>+91-20-6608 3777<br>Email: ninad.umranikar@accelya.com |
| 13 | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together) | Standalone basis |
| 14 | Details of business activities (accounting for 90% of the turnover) | Computer Programming, Consultancy and related activities (100%) (NIC Code: 620) |

**15 Products / Services sold by the entity**

| Sr. No. | Product / Service | NIC Code | % of Total Turnover of the Company |
|---|---|---|---|
| 1 | Business Process Outsourcing (ITeS) | 620 | 56.16% |
| 2 | Software Application Hosting and Support | 620 | 27.54% |
| 3 | Software License and Maintenance | 620 | 16.30% |

**16 Total number of locations where business activity is undertaken by the Company:**

| Location | No. of Plants | No. of Offices | Total |
|---|---|---|---|
| International | - | Nil | Nil |
| National | - | 3 | 3 |

**17 Markets served by the Entity**

a. Number of locations

| Location | Number |
|---|---|
| National (No. of States) | 3 |
| International (No. of Countries) | 35 |

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Our contribution towards exports stands at 88.72% of the total turnover of our business.

c. A brief on types of customers

Our major customer base is the Airline industry and we have multiple airlines onboarded with us as customers from across the globe.

**Employees**

**18. Details as at the end of financial year**

a. Employees and workers (including differently abled):

The Company does not have any workers, hence it is not applicable.

**Employees**

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % ((C/A) |
| 1 | Permanent | 1,310 | 763 | 58% | 547 | 42% |
| 2 | Other Than Permanent | 72 | 60 | 83% | 12 | 17% |
| | Total Employees | 1,382 | 823 | 60% | 559 | 40% |

**Differently-abled Employees**

| Sr. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % ((C/A) |
| 1 | Permanent | 4 | 4 | 100% | - | - |
| 2 | Other Than Permanent | - | - | - | - | - |
| | **Total Differently-abled Employees** | **4** | **4** | **100%** | **-** | **-** |

**19. Participation / Inclusion / Representation of women**

| Particulars | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | (A) | (B) | % (B/A) |
| Board of Directors | 7 | 2 | 28.57 |
| Key Managerial Personnel | 3 | - | - |

**20. Turnover rate for permanent employees and workers**

| | FY 2022-23 | | | FY 2021-22 | | | FY 2020-21 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 13.1% | 8.6% | 11.3% | 15.3% | 9.8% | 13.1% | 9.5% | 7.7% | 8.8% |

**Holding, Subsidiary and Associate Companies (including joint ventures)**

**21. Names of holding / subsidiary / associate companies / joint ventures**

Details of Holding, Subsidiary and Associate Companies are provided in Notes to Financial Statements (Note No. 35 of Standalone Financial Statements), which forms part of this Annual Report.

**CSR Details**

**22.** (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: Yes

(ii) Turnover (in ₹): 4,116,012,031

(iii) Net worth (in ₹): 2,516,434,952

**VII. Transparency and Disclosures Compliances**

**23. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct: Table – 10 Complaints / Grievances under the National Guidelines on Responsible Business Conduct**

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanisms in place (Yes / No) | FY 2022-23 | | | FY 2021-22 | | |
|---|---|---|---|---|---|---|---|
| | (If yes, then provide web-link for grievance redress policy) | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Yes https://w3.accelya.com/wp-content/uploads/2023/03/Whistle-Blower-Policy-2023.pdf | - | - | - | - | - | - |
| Investors other than Shareholders | Yes | - | - | - | - | - | - |
| Shareholders | Yes | 37 | - | - | 26 | - | - |
| Employees & Workers | Yes | - | - | - | - | - | - |
| Customers | Yes | - | - | - | - | - | - |
| Value Chain Partners | No. The Company does not have any value chain partners | - | - | - | - | - | - |
| Other – anonymous complaints | Yes | - | - | - | - | - | - |

**24. Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

| Sr. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1 | Cyber Security | Risk | Risk of targeted attacks, ransom ware threats, malware, data leakage and other security failures including risks emerging from new age technologies such as Cloud Computing | We have perimeter UTM, WAF, L3 access controls etc in place. System hardening is done as per set policy based on CIS guidelines. | Negative |

| Sr. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| | | | | Symantec ATP is deployed on end points. Alerts are monitored round the clock.<br>SentinelOne EDR has been rolled out to all endpoints.<br>A globally managed Security Operations Center (SOC) has been deployed.<br>We also have full-time Chief Information Security Office (CISO) | |
| 2 | Customer Data Security | Risk | Loss / leakage of critical / confidential customer information leading to financial and reputation loss. | We are ISO 27001 certified, have a security policy in place and regularly conduct audits as well as awareness for employees.<br>We deploy / upgrade our data security tools as required from time to time.<br>In case of any cyber-attacks, there is an escalation mechanism including communication to all concerned stakeholders. | Negative |
| 3 | Currency Fluctuation | Risk | Adverse exchange rate fluctuations leading to increased cost of operations or reduced realization on exports. | We have set up a natural hedge as there are foreign currency payments as well. We regularly take forward cover to mitigate the forex fluctuations to a good extent of the receivables. | Negative |
| 4 | Economic downturn | Risk | Adverse macro economic factors with respect to airlines business may result in increased bankruptcies or consolidation and thereby revenue loss in specific markets | We have a global sales and account management team organised by regions which regularly monitor the market & customer situation in each region. Potential concerns are escalated and mitigation plans are put in place on a case to case basis. We have a diversified geographic presence to manage specific regional volatility. | Negative |
| 5 | Talent Retention | Risk | Lack of effective talent retention strategy may lead to turnover of key employees or hinder the capability of the business to deliver on business plan. | We have implemented comprehensive performance framework and "pay for performance" compensation structure designed to engage and incentivize key talent, in turn retaining the top performers and providing a platform for their professional growth. | Negative |

| Sr. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| | | | | Internal Job postings are encouraged for employees to help them grow.<br>Benefits like Health Insurance and Leave policy have been revamped. | |
| 6 | Regulatory Compliances | Risk | Non-compliance of any laws related may lead to imposition of fines / penalty and / or imprisonment in certain cases, impacting company brand / reputation | We use a Compliance Management Tool to report and monitor regulatory compliances applicable to us. We regularly update the tool on an ongoing basis with the amendments in the existing regulations and inclusion of newly introduced legislations, if any.<br>Compliance status is placed before the Board of Directors in their meetings at frequent intervals.<br>We have also appointed local consultants to advise and help us with the necessary compliance requirements. | Negative |

**Section B: Management and Process Disclosures**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines on Responsible Business Conduct ("NGRBC") Principles and Core Elements.

**The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:**

| |
|---|
| P1 Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable |
| P2 Businesses should provide goods and services in a manner that is sustainable and safe |
| P3 Businesses should respect and promote the well-being of all employees, including those in their value chains |
| P4 Businesses should respect the interests of and be responsive towards all its stakeholders |
| P5 Businesses should respect and promote human rights |
| P6 Businesses should respect, protect, and make efforts to restore the environment |
| P7 Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent |
| P8 Businesses should promote inclusive growth and equitable development |
| P9 Businesses should engage with and provide value to their consumers in a responsible manner |

| No. | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | **Policy and Management Processes** | | | | | | | | | |
| 1. a. | Whether your entity's policy / policies cover each principle and its core elements of the NGRBCs. (Yes / No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 1. b. | Whether the policy has been approved by the Board | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| | P1 | https://w3.accelya.com/wp-content/uploads/2023/03/Whistle-Blower-Policy-2023.pdf<br>https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| | P2 | https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| | P3 | https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| | P4 | https://w3.accelya.com/wp-content/uploads/2023/03/Whistle-Blower-Policy-2023.pdf<br>https://w3.accelya.com/wp-content/uploads/2023/03/Dividend-Distribution-Policy-2023.pdf<br>https://w3.accelya.com/wp-content/uploads/2023/01/Corporate-Social-Responsibility-Policy.pdf | | | | | | | | |
| | P5 | https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| | P6 | https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| | P7 | https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| | P8 | https://w3.accelya.com/wp-content/uploads/2023/01/Corporate-Social-Responsibility-Policy.pdf<br>https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| | P9 | https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf | | | | | | | | |
| 2 | Whether the entity has translated the policy into procedures (Yes / No) | Yes | | | | | | | | |
| 3 | Do the enlisted policies extend to your value chain partners? (Yes / No) | Yes | | | | | | | | |
| 4 | Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | ISO 27001<br>ISO 9001 | | | | | | | | |
| 5 | Specific commitments, goals and targets set by the entity with defined timelines, if any. | • Integrating ESG to Risk management process<br>• Improving the gender diversity in workforce.<br>• Increase gender representation in senior leadership levels.<br>• Being recognized among the best employers in our key operating geographies.<br>• Being recognized among industry leaders for information security practices and data privacy standards. | | | | | | | | |

| | | |
|---|---|---|
| 6 | Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | We have diligently measured our carbon footprint for FY'20, '21, and '22. To ensure accuracy and relevance, we set emissions boundaries in alignment with international best practices, using the GHG Protocol framework.<br><br>1,141 lives impacted by promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects through Catalysts for Social Action, our CSR implementing agency.<br><br>21 lives impacted by providing the cost for treatment of children having congenital heart diseases, through Sri Sathya Sai Health & Education Trust, our CSR implementing agency. |

**Governance, leadership, and oversight**

**7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements.**

I am pleased to present Accelya's inaugural Business Responsibility and Sustainability Report (BRSR) for the financial year 2022-2023. At Accelya, we recognise the significant value that effective Environmental, Social, and Governance (ESG) programs bring to our business and society. Over the past twelve months, we have taken decisive steps to strengthen our commitment to ESG.

**Environmental**

During the reporting period, Accelya has diligently measured its carbon footprint for FY'20, '21, and '22. To ensure accuracy and relevance, we set emissions boundaries in alignment with international best practices, using the GHG Protocol framework. This transparent approach allows us to account for our carbon emissions and take necessary actions to reduce them.

Following the GHG reporting exercise, Accelya has established ambitious GHG reduction targets for scope 1, scope 2, and scope 3 emissions. These targets are aligned with the Science-Based Targets initiative and the Paris Agreement, ensuring that Accelya is on a path to meaningful carbon reduction.

As part of our environmental commitments, we have also invested in certified carbon offsets to compensate for our residual carbon emissions.

**Social**

Our social mission aims to foster an inclusive culture that attracts, develops, engages, and retains a diverse global talent pool to drive growth and competitive advantage. To achieve this vision, we launched the Women Employee Resource Group (ERG) during the reporting period. The ERG represents women across Accelya, offering a platform for global initiatives and events. Board-level sponsorship ensures strong support and guidance for the ERG's leadership, with local Chapter Leads driving opportunities at each office location. We plan to launch additional ERGs covering various topics in the coming year.

To further promote Diversity and Equity, we have also developed and implemented a series of new policies and processes.

**Governance**

Accelya remains committed to maintaining transparency, ethical practices, and robust governance. During the reporting period, we reviewed and updated policies and procedures to ensure compliance with relevant regulations, prevent corruption, and safeguard data.

A key focus area was enhancing our whistleblowing channels to empower employees to raise concerns. We invested in a new external helpline and provided comprehensive training to all employees on the importance of whistleblowing.

To govern our ESG efforts effectively, we formed an ESG Committee, comprising members of the Board of Directors and the Heads of Sustainability, Diversity, and Ethics and Compliance. The committee meets quarterly to review progress, performance, and address any issues that require the attention of the Board.

**Conclusion**

As Accelya advances on its sustainability journey, we remain steadfast in our commitment to address ESG challenges and contribute positively to society and the environment. We recognize that continuous improvement is vital, and we embrace the opportunities and responsibilities that lie ahead. We extend our gratitude to our stakeholders for their trust and support, as we strive to build a sustainable and responsible future together.

8. **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).**

   The highest executive authority responsible for implementation of the policies is the Managing Director.

9. **Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues?**

   No.

10. **Details of review of the National Guidelines on Responsible Business Conduct (NGRBC)**

| Particulars | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| Indicate whether review was undertaken by Director / Committee of the Board / any other Committee | Board | | | | | | | | |
| Frequency (Annually / Half-yearly / Quarterly / Any other – please specify) | Annually | | | | | | | | |
| Performance against above policies and follow up action | Yes | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | Yes | | | | | | | | |

11. **Details of review of the National Guidelines on Responsible Business Conduct (NGRBC)**

| Particulars | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| Has the entity carried out an independent assessment / evaluation of the working of its policies by an external agency? (Yes / No) | No. However, all the policies and processes are subject to internal reviews conducted by us periodically. | | | | | | | | |

12. **If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated**

    Not Applicable

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent, and Accountable.**

### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year

| Segment | Total number of training and awareness programmed held | Topics / principles covered under the training and its impact | %age of persons in respective category covered by the awareness programme |
|---|---|---|---|
| **Board of Directors** | Code of Conduct is an annual declaration taken from the Directors that helps remind them the importance of maintaining highest standards of ethical business conduct for the Company. In terms of the Code of Conduct, Directors must act within the guidelines of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders and stakeholders. | | 100% |
| **Key Management Personnel** | | | |
| **Employees other than BoD and KMP** | Annual Policies Compliance: We are committed to following the highest standards of business conduct, integrity and ethics across our locations. As a part of compliance and awareness program, all employees are trained in the following policies: - 1. Prevention of Sexual Harassment 2. Code of Conduct which includes anti-corruption and bribery, employee well-being, promotion of human rights etc. | | 96% |

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year:**

   None.

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:**

   Not applicable

4. **Does the entity have an Anti-corruption or Anti-bribery policy? If yes, provide details in brief and if available, provide a weblink to the policy.**

   Yes. Anti-bribery and anti-corruption are part of our Code of Conduct. It applies to all employees working with us. The policy prohibits offering or accepting gifts, hospitality, or other inducements, which can influence a decision, or engage in any form of bribery. Our code of conduct policy is available on our company's website: https://w3.accelya.com/wp-content/uploads/2021/07/Code-of-Conduct.pdf

5. **Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption.**

| | FY2022-23 | FY2021-22 |
|---|---|---|
| Directors | - | - |
| KMPs | - | - |
| Employees | - | - |

6. **Details of complaints with regard to conflict of interest**

| | FY2022-23 | | FY2021-22 | |
|---|---|---|---|---|
| | **Number** | **Remarks** | **Number** | **Remarks** |
| Number of complaints received in relation to issues of conflict of interest of directors | - | - | - | - |
| Number of complaints received in relation to issues of conflict of interest of KMPs | - | - | - | - |

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.**

   Not Applicable

**Leadership Indicators**

1 **Awareness programmes conducted for value chain partners on any of the Principles during the financial year**

Every purchase order issued to our value chain partner covers clauses related to conducting business and governing themselves with integrity and follow ethical process. A contractor shall comply with all applicable laws (including labour laws), rules or regulations from time to time. Separate awareness programmes have not been conducted for value chain partners.

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.**

   Yes, we receive an annual declaration from our Board members disclosing the names of companies in which they are directors, firms in which they are partners and trusts in which they are trustees.

**PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

| 1. Percentage of R&D and Capex investments in specific technologies to improve environmental and social impacts of product and processes | | **FY 2022-23** | **FY 2021-22** | **Details of improvements in environmental and social impact** |
|---|---|---|---|---|
| | R&D | - | - | We are an IT company hence no R&D investments were made for improving the environmental and social impacts, which have very less relevance. Being an IT company, the avenues and scope for investments in R&D through specific technologies to improve environmental and social impacts of IT products and processes were very minimal. |
| | Capex | - | - | |

2.a. **Does the entity have procedures in place for sustainable sourcing? (Yes / No)**

Yes.

b. **If yes, what percentage of inputs were sourced sustainably?**

With our approach of extending our ethical practices beyond the organization, we ensure the highest level of fairness and integrity when operating with our vendors. We ensure that legal and regulatory compliance practices are adhered to across all vendors and suppliers engaged in various locations. We do not track the percentage of inputs sourced sustainably.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

| | Name of Policy/Process | Policy/Process Description |
|---|---|---|
| Plastics (including packaging) | Not applicable | Not applicable |
| E-waste | Global Procurement policy | The e-waste material is collected by the scrap vendor from the respective locations. |
| Hazardous waste | Not applicable | Not applicable |
| Other waste | Not applicable | Not applicable |

Not Applicable.

4. **Whether Extended Producer Responsibility ("EPR") is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility ("EPR") plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not Applicable.

**Leadership Indicators**

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

Not applicable. We are an IT services company. We do not manufacture any products.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Not applicable. We are an IT services company. We do not manufacture any products.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Not applicable. We are an IT services company. We do not manufacture any products.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tones) reused, recycled, and safely disposed, as per the following format.**

Not applicable. We are an IT services company. We do not manufacture any products.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Not applicable. We are an IT services company. We do not manufacture any products.

**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

**1. a. Details of measures for the well-being of employees**

| Category | Percentage of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health Insurance | | Accident Insurance | | Maternity Benefits | | Paternity Benefits | | Daycare Facilities | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | % (D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| **Permanent Employees** | | | | | | | | | | | |
| Male | 763 | 763 | 100% | 763 | 100% | 0 | 0% | 763 | 100% | 0 | 0% |
| Female | 547 | 547 | 100% | 547 | 100% | 547 | 100% | 0 | 0% | 547 | 100% |
| **Total** | 1310 | 1310 | 100% | 1310 | | 547 | 42% | 763 | 58% | 547 | 42% |
| **Non-Permanent Employees** | | | | | | | | | | | |
| Male | 60 | 60 | 100% | 0 | 0% | 0 | 0% | 60 | 100% | 0 | 0% |
| Female | 12 | 12 | 100% | 0 | 0% | 12 | 100% | 0 | 0% | 0 | 0% |
| **Total** | 72 | 72 | 100% | 0 | 0% | 12 | 17% | 60 | 83% | 0 | 0% |

**1. b. Details of measures for the well-being of workers**

| Category | Percentage of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health Insurance | | Accident Insurance | | Maternity Benefits | | Paternity Benefits | | Daycare Facilities | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | % (D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| **Permanent Workers** | | | | | | | | | | | |
| Male | - | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - | - |
| **Total** | - | - | - | - | - | - | - | - | - | - | - |
| **Non-Permanent Workers** | | | | | | | | | | | |
| Male | - | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - | - |
| **Total** | - | - | - | - | - | - | - | - | - | - | - |

**2. Details of retirement benefits, for Current FY and Previous FY**

| Benefits | FY22-23 (Current Financial Year) | | | FY21-22 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | No. of employees covered (as a % of total employees) | No. of workers covered (as a % of total workers) | Deducted and deposited with the authority (Yes/No/N.A.) | No. of employees covered (as a % of total employees) | No. of workers covered (as a % of total workers) | Deducted and deposited with the authority (Yes/No/N.A.) |
| PF | 100% | NA | Yes | 100% | NA | Yes |
| Gratuity | 100% | NA | Yes | 100% | NA | Yes |
| ESI | 4% | NA | Yes | 16% | NA | Yes |
| Others (please specify) | NA | NA | NA | NA | NA | NA |

3. **Accessibility of workplaces Are the premises / offices accessible to differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

   Yes.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web link to the policy.**

   Yes, we have an Equal Opportunity Policy for Rights of Persons with Disability as per the Rights of Persons with Disabilities Act, 2016 and is available on the website of our Company at https://w3.accelya.com/wp-content/uploads/2023/07/Equal-Opportunity-Policy-for-Rights-of-Persons-with-Disabilities.pdf.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

| **Gender** | **Permanent Employees** | | **Permanent Workers** | |
|---|---|---|---|---|
| | **Return to work rate** | **Retention rate** | **Return to work rate** | **Retention rate** |
| Male | 24 | 100% | NA | NA |
| Female | 22 | 90% | NA | NA |
| **Total** | **46** | **96%** | **NA** | **NA** |

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

| | Yes/No | Brief Description of Mechanisms (if yes) |
|---|---|---|
| Permanent Employees | Yes | The procedure is mentioned below. |
| Non-Permanent Employees | Yes | The procedure is mentioned below. |
| Permanent Workers | NA | |
| Non-Permanent Workers | NA | |

**The Company's grievance resolution procedure is as follows:**

a. Any grievance to be reported to either an HR official / immediate superior / Business Unit Head.

b. the HR official / immediate superior / Business Unit Head should meet the complainant on the same working day and record the grievance.

c. depending on the seriousness and consequences of the grievance, the concerned official has to decide on the resolution or further course of action as:

   i. if the issue can be resolved by dialogue, the same must be done within 3 working days and must be documented with HR.

   ii. if the issue requires intervention by a senior grade member or HR, a committee of three members (with at least one female representative) must be formed within 5 working days and the issue must be documented at all the levels of dialogue.

   iii. while investigating, the committee will follow principles of natural justice and provide opportunity to both sides to put forward their case and explanation/evidence.

   iv. the decision of grievance handling committee shall be final and any action/reprimand will be commensurate to the offence.

7. **Total Employees (A)Membership of employees and worker in association(s) or Unions recognised by the listed entity**

   The Company has not recognized any employees association(s) or Unions. The Company does not employ any workers.

**8. Details of training given to employees and workers**

| | FY 2022-23 | | | | | FY 2021-22 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health & Safety Measures | | Skill Upgradation | | Total (D) | Health & Safety Measures | | Skill Upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| Male | 763 | 14 | 2% | 586 | 77% | 728 | 328 | 45% | 40 | 5% |
| Female | 547 | 12 | 2% | 448 | 82% | 519 | 96 | 18% | 8 | 2% |
| Total | 1,310 | 26 | 2% | 1,034 | 79% | 1,247 | 424 | 34% | 48 | 11% |
| **Workers – Not Applicable** | | | | | | | | | | |

**9. Details of performance and career development reviews of employees and workers**

| | FY 2022-23 | | | FY 2021-22 | | |
|---|---|---|---|---|---|---|
| | Employees | | | | | |
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| Male | 763 | 749 | 98% | 728 | 696 | 96% |
| Female | 547 | 524 | 96% | 519 | 495 | 95% |
| Total | 1,310 | 1,273 | 97% | 1,247 | 1,191 | 96% |
| Workers – Not Applicable | | | | | | |

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?**

Yes, we have the required health & safety systems and equipment installed and placed in accessible locations in the facility premises (e.g., HVAC, fire system, wheelchairs, stretchers, basic first-aid kits, drinking water, indoor air quality, fire & safety training on emergency preparedness).

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

1) We perform indoor air quality testing once in every year,

2) We ensure use of R410 Gas in HVAC & VRF systems.

3) We have installed HAPA filters in AHU and carry out monthly cleaning of filters.

4) We have installed UV lights in HVAC system for destroying fungal bacteria.

5) We perform maintenance and servicing of electrical equipment and connections every month and electrical panels on yearly basis.

6) We perform hygiene of washrooms and reception every one hour.

7) We perform disinfection and cleaning of workstations done at close of working hours every day.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, we have a process whereby employees inform the Facility team through email if they come across any work-related hazards.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. Employees are covered by our Corporate Personal Accident Policy. We have created wellness room facility which can be used by employees if they are unwell. We assesses the employee and based on the situation, advise the employee to take immediate medical assistance and provide them with the required support.

**11 Details of safety related incidents, in the following format:**

We had zero safety incidents in current and previous Financial Year.

**12 Describe the measures taken by the entity to ensure a safe and healthy workplace.**

We prioritize the well-being of our people by providing a safe, secure and healthy workplace. We ensure regular management of wellness room and first aid kits, proper sanitization & hygiene of the floor, and conduct periodic water testing. During the reporting year there has been no work related reportable injury/ill-health.

**13 Number of complaints on the following made by employees and workers**

No complaints have been registered during current and previous Financial Year.

**14. Assessments for the year**

| | **% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*** |
|---|---|
| Health and safety practices | 100% |
| Working Conditions | 100% |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

There were no safety related incidents or risk arising from assessments of health & safety practices and working conditions.

**Leadership Indicators**

**1. Does the entity extend any life insurance or any compensatory package in the event of death of Employees (Y/N)**

Yes.

**2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

All legal compliances are reviewed as part of our vendor audits.

**3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

No employees have suffered high consequence work-related injury / ill-health / fatalities.

**4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?**

Yes, we connect with employee well before retirement date to help plan retirement benefits like PF, Gratuity, Superannuation.

**5. Details on assessment of value chain partners**

| | **% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*** |
|---|---|
| Health and safety practices | We have not initiated the assessment of value chain partners. |
| Working Conditions | |

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   We have not initiated the assessment of value chain partners.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**

**Essential Indicators**

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   We have identified the key stakeholder groups based on their significance to our business. The Company always strives for the betterment of its stakeholders which include society, clients, partners, our employees, the shareholders, the Board of Directors, vendors, as well as environment.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group | Channels of communication | Frequency of engagement | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Employees | No | Emails, MS Teams, Meetings | On going | Employee Benefits, Performance Feedback, Employee Surveys, Health and Safety, Training and Development, etc |
| Vendors & Suppliers | No | Email & Phone | Weekly / Half yearly / Quarterly / Need basis | We communicate with vendors & suppliers for various activities such as repairs & maintenance request, product inquiries, placing orders, follow up on delivery & payment reconciliation. |
| Customers | No | Emails, MS Teams Calls, Face to Face Meetings | Weekly / Monthly / Quarterly | **Operational** -<br>Review daily/ weekly SLA's; resolve exceptions and other operational issues.<br>**Management -**<br>SLA & Service Performance Review, Senior Management Reporting, Change Management Items, Decisions on open items |

| | | | | |
|---|---|---|---|---|
| | | | | **Strategic -** Conduct Stakeholder workshops to understand goals / objectives, scope, key ideas / challenges / opportunities, and planned investments. Determine & review of the project along with previous / existing initiatives |
| Shareholders | No | Emails, Newspapers, Website, Stock Exchange Filings, Answers to investor complaints, R&T Agent communication | Annually / Half yearly / Quarterly / Need based | We communicate with shareholders for various activities such as sending TDS communication, dividend credit intimations, other regulatory requirements, sending Annual Reports, notices of General Meetings etc. |
| Regulators | No | Compliance with local laws and regulations. | Need based | We engage with regulatory authorities for various matters, filings etc. |
| Society at large | Yes | We attend events conducted by CSA, our implementation agency for CSR where we interact with children from vulnerable group. We have also visited the hospital of our other implementation agency – Sri Sathya Sai Health & Education Trust where children with congenital heart diseases are treated free of cost. | On going | By meeting the children, we try to understand the concerns of the children from vulnerable group so that we can address these concerns going forward. |

**Leadership Indicators**

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   Consultation with stakeholders on various topics is carried out by related departments of our Company who are responsible for stakeholders' engagement. The implementation agencies for CSR activities provide quarterly updates to the Board. The Board also receives the investor grievances during the quarter.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the input received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes, through engagement with the stakeholder groups, our Company has identified key focus areas for CSR initiatives.

3. **Provide details of instances of engagement with, and actions are taken to, address the concerns of vulnerable / marginalized stakeholder groups.**

   Stakeholders for our CSR projects specifically feature as vulnerable / marginalized. Our CSR activities ensure that the beneficiaries of our projects are from the vulnerable / marginalized groups. We obtain regular feedback from our implementation agencies for CSR on the beneficiaries of our CSR activities.

**PRINCIPLE 5: Businesses should respect & promote human rights.**

**Essential Indicators:**

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity.**

| Category | FY 2022-23 | | | FY 2021-22 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees covered (B) | % B/A | Total (C) | No. of employees covered (D) | % D/C |
| Permanent Employees | 1,310 | 1,310 | 100% | 1,189 | 1,189 | 100% |
| Other than permanent Employees | 72 | 72 | 100% | 45 | 45 | 100% |
| **Total Employees** | **1,382** | **1,382** | **100%** | **1,234** | **1,234** | **100%** |

2. **Details of minimum wages paid to employees and workers.**

| Category | FY 2022-23 | | | | | FY 2021-22 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More Than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More Than Minimum Wage | |
| | | No. (B) | % B/A | No. (C) | % C/A | | No. (E) | % E/D | No. (F) | % F/D |
| **Permanent** | 1,310 | 0 | 0 | 1,310 | 100% | 1,198 | 0 | 0 | 1,198 | 100% |
| **Male** | 763 | 0 | 0 | 763 | 100% | 713 | 0 | 0 | 713 | 100% |
| **Female** | 547 | 0 | 0 | 547 | 100% | 485 | 0 | 0 | 485 | 100% |
| **Non-Permanent** | 72 | 0 | 0 | 72 | 100% | 45 | 0 | 0 | 45 | 100% |
| **Male** | 60 | 0 | 0 | 60 | 100% | 39 | 0 | 0 | 39 | 100% |
| **Female** | 12 | 0 | 0 | 12 | 100% | 6 | 0 | 0 | 6 | 100% |

| Category | FY 2022-23 | | | | | FY 2021-22 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More Than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More Than Minimum Wage | |
| | | No. (B) | % B/A | No. (C) | % C/A | | No. (E) | % E/D | No. (F) | % F/D |
| | Workers | | | | | | | | | |
| **Permanent** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Male** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Female** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Non-Permanent** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Male** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Female** | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

**3. Details of remuneration / salary / wages, in the following format**

| | FY 2022-23 | | | FY 2021-22 | | |
|---|---|---|---|---|---|---|
| | Male | | Female | | Others | |
| | Number | Median remuneration / salary / wages of respective category | Number | Median remuneration / salary / wages of respective category | Number | Median remuneration / salary / wages of respective category |
| Board of Directors | **Refer Annexure B to the Directors Report** | | | | | |
| Key Managerial Personnel | | | | | | |
| Employees Other than BoD and KMP | | | | | | |

**Annexure B to the Directors' Report includes ratio of remuneration of each director to the median remuneration of the employees and the percentage increase in the median remuneration of employees in the financial year.

**4. Do you have focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Y / N)**

Yes.

**5. Details of internal mechanisms in place for the redressal of grievances related to human rights issues**

a. Any grievance to be reported to either HR official / immediate superior / Function Unit Head.

b. The HR official / immediate superior / Function Unit Head should meet the complainant on the same working day and record the grievance.

c. Depending on the seriousness and consequences of the grievance, the concerned official decides on the resolution or further course of action as:

   i. If the issue can be resolved by dialogue, the same has be done within 3 working days and has to be documented with HR.

   ii. If the issue requires intervention by a senior grade member or HR, a committee of three members (with at least one female representative) has to be formed within 5 working days and the issue has to be documented at all the levels of dialogue.

iii. While investigating, the committee follows principles of natural justice and provides opportunity to both sides to put forward their case and explanation / evidence.

iv. The decision of grievance handling committee is final and any action / reprimand is commensurate to the offence.

**6. Number of Complaints on the following made by employees and workers**

| | FY 2022-23 | | | FY 2021-22 | | |
|---|---|---|---|---|---|---|
| | **Filed during the year** | **Pending resolution at the end of year** | **Remarks** | **Filed during the year** | **Pending resolution at the end of year** | **Remarks** |
| **Sexual Harassment** | None | None | None | None | None | None |
| **Discrimination at Workplace** | None | None | None | None | None | None |
| Child Labour | None | None | None | None | None | None |
| Forced Labour / Involuntary Labour | None | None | None | None | None | None |
| Wages | None | None | None | None | None | None |
| Other human rights related issue | None | None | None | None | None | None |

**7. Details of mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

The complaints, if any, raised are investigated and handled with utmost fairness and confidentiality by the Internal Complaints Committee (ICC).

**8. Do human rights requirements form part of your business agreements and contracts? (Yes/No):**

Yes

**9. Assessments for the year**

| | **% of your plants & offices that were assessed (by entity or statutory authorities or third parties)*** |
|---|---|
| Child Labour | 100% |
| Forced Involuntary Labour | 100% |
| Sexual harassment | 100% |
| Discrimination at workplace | 100% |
| Wages | 100% |
| Others – please specify | 100% |

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above**

No significant risk identified.

**Leadership Indicators**

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.

   Nil.

2. Details of the scope and coverage of any Human rights due diligence conducted.

   We have incorporated human rights aspects into the due diligence process for onboarding any new vendor.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

   Yes.

4. Details on assessment of value chain partners

| | No. of Vender Assessed | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|---|
| Sexual harassment | Ensured through incorporation of relevant contractual clauses in the agreement executed with the vendors. | |
| Discrimination at workplace | | |
| Child Labour | | |
| Forced Involuntary Labour | | |
| Wages | | |
| Others – please specify | | |

5. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above**

   Not applicable.

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.**

**Essential Indicators**

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format**

| Parameters | FY 2022-23 | FY 2021-22 |
|---|---|---|
| Total Electricity Consumption (A) | 10,00,637 | 8,79,694 |
| Total Fuel Consumption (B) | NA | NA |
| Energy Consumption Through other Sources (C) [in Giga Joules (GJ)] | NA | NA |
| **Total Energy Consumption (A+B+C)** | 10,00,637 | 8,79,694 |
| Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) | 0.09 | 0.10 |
| Energy intensity (optional) – the relevant metric may be selected by the entity | NA | NA |
| **Name of External Agency (if assessment is carried out by external agency): Assessment has not been carried out by external agency** | | |
| **Remarks (with regards to methodology, data compilation, calculation, etc):** | | |

2. **Does the entity have any sites/facilities identified as Designated Consumers ("DCs") under the Performance, Achieve and Trade ("PAT") Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.** No.

3. **Provide details of the following disclosures related to water.**

| Parameters | FY 2022-23 | FY 2021-22 |
|---|---|---|
| **Water Withdrawal by Source (in kilolitres)** | | |
| (i) Surface Water | NA | NA |
| (ii) Ground Water | NA | NA |
| (iii) Third Party Water | 1,414 | 614 |
| (iv) Seawater/Desalinated Water | NA | NA |
| (v) Others | NA | NA |
| **Total volume of water withdrawal (in kilolitres)** (i + ii + iii + iv + v) | 1,414 | 614 |
| **Total volume of water consumption (in kilolitres)** | 3,535 | 1,535 |
| **Water intensity per rupee of turnover** *(Water consumed / turnover)* | NA | NA |
| **Water intensity ratio** (optional) – the relevant metric may be selected by the entity [such as units of product production volume [such as metric tons, litres, or MWh), size (such as m2 floor space), number of full-time employees] | Not Available | Not Available |
| **Name of External Agency (if assessment is carried out by external agency): Assessment has not been carried out by external agency.** | | |
| **Remarks (with regards to methodology, data compilation, calculation, etc):** | | |

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   No.

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

| Parameters | Unit Specification | FY 2022-23 | FY 2021-22 |
|---|---|---|---|
| **NOx** | No | No | No |
| **SOx** | No | No | No |
| **Particulate matter** (PM) | No | No | No |
| **Persistent organic pollutants** (POP) | No | No | No |
| **Volatile organic compounds** (VOC) | No | No | No |
| **Hazardous air pollutants** (HAP) | No | No | No |
| **Others** – please specify | No | No | No |
| **Name of External Agency (if assessment is carried out by external agency): Assessment has not been carried out by external agency** | | | |
| **Remarks (with regards to methodology, data compilation, calculation, etc): Not Applicable** | | | |

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity**

| Parameters | Unit Specification | FY 2022-23 | FY 2021-22 |
|---|---|---|---|
| **Total Scope 1 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | 0.077 | 0.077 |
| **Total Scope 2 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available. Also include emissions that are not physically controlled but result from intentional or unintentional releases of GHGs, such as equipment leakages, methane emissions.) | Metric tonnes of CO2 equivalent | NA | NA |
| **Total Scope 1 and Scope 2 emissions per rupee of turnover** | - | - | - |
| **Total Scope 1 and Scope 2 emission intensity** *(optional)* – the relevant metric may be selected by the entity [such as metric tons, litres, or MWh), size (such as m2 floor space), number of full-time employees] | - | - | - |
| **Name of External Agency (if assessment is carried out by an external agency): Assessment has not been carried out by external agency** | | | |
| **Remarks (with regards to methodology, data compilation, calculation, etc):** | | | |

7. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

   No

8. **Provide details related to waste management by the entity**

| Parameters | FY 2022-23 | FY 2021-22 |
|---|---|---|
| Total Waste generated (in metric tonnes) | | |
| Plastic waste **(A)** | 0.08 | 0.02 |
| E-waste **(B)** | NA | NA |
| Bio-medical waste **(C)** | NA | NA |
| Construction and demolition waste **(D)** | 60 | 0 |
| Battery waste **(E)** | 0 | 0 |
| Radioactive waste **(F)** | NA | NA |
| Other Hazardous waste. *Please specify, if any.* (G) | 0 | 0 |
| Other Non-hazardous waste generated (H). *Please specify, if any.* (Break-up by composition i.e. by materials relevant to the sector) | 4.14 | 0.98 |
| **Total (A+B + C + D + E + F + G + H)** | **64.22** | **1** |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| **Category of waste** | 0 | 0 |
| (i) Recycled | 0 | 0 |
| (ii) Re-used | 0 | 0 |
| (iii) Other recovery operations | 0 | 0 |
| **Total** | 0 | 0 |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |

| | | |
|---|---|---|
| **Category of waste** | 0 | 0 |
| (i) Incineration | 0 | 0 |
| (ii) Landfilling | 0 | 0 |
| (iii) Other disposal operations | 0 | 0 |
| **Total** | 0 | 0 |
| **Name of External Agency (if assessment is carried out by an external agency): Assessment has not been carried out by external agency** | | |
| **Remarks (with regards to methodology, data compilation, calculation, etc): N/A** | | |

**9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

- Segregation is carried out between dry waste and wet waste.
- E-waste material is diligently handed over to authorized scrap vendors.

**10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

Not Applicable

**11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Not Applicable

**12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes.

**Leadership Indicators**

**1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:**

| Parameters | FY 2022-23 | FY 2021-22 |
|---|---|---|
| **From Renewable Sources** | | |
| Total electricity consumption **(A)** | NA | NA |
| Total fuel consumption **(B)** | NA | NA |
| Energy consumption through other sources **(C)** | NA | NA |
| **Total energy consumed from renewable sources (A+B+C)** | NA | NA |
| From Non - Renewable Sources | | |
| Total electricity consumption **(D)** | 10,00,637 | 8,79,694 |
| Total fuel consumption **(E)** | NA | NA |
| Energy consumption through other sources **(F)** | NA | NA |
| **Total energy consumed from non-renewable sources (D+E+F)** | 10,00,637 | 8,79,694 |
| **Name of External Agency (if assessment is carried out by external agency): Adani Electricity Mumbai Ltd.** | | |

2. **Provide the following details related to water discharged**

| Parameters | FY 2022-23 | FY 2021-22 |
|---|---|---|
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) To Surface water | NA | NA |
| - No treatment | | |
| - With treatment - specify level of treatment | | |
| (ii) To Groundwater | NA | NA |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iii) To Seawater | NA | NA |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| (iv) Sent to third-parties | 2,121 | 921 |
| - No treatment | | |
| - With treatment – please specify level of treatment | Upto 5 Level of treatments is done by Embassy facility team | Upto 5 Level of treatments is done by Embassy facility team |
| (v) Others | | |
| - No treatment | | |
| - With treatment – please specify level of treatment | | |
| **Total water discharged (in kilolitres)** | **2,121** | **921** |
| **Name of External Agency (if assessment is carried out by external agency): Embassy 247 Park, Vikhroli, Mumbai** | | |

3. **Water withdrawal, consumption and discharge in areas of water stress (in kiloliters)**

| Parameters | FY 2022-23 | FY 2021-22 |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | NA | NA |
| (ii) Groundwater | NA | NA |
| (iii) Third party water | 1,414 | 614 |
| (iv) Seawater / desalinated water | NA | NA |
| (v) Others | NA | NA |
| *Total volume of water withdrawal (in kilolitres)* | 1,414 | 614 |
| **Total volume of water consumption (in kilolitres)** | 3,535 | 1,535 |
| **Water intensity per rupee of turnover** *(Water consumed / turnover)* | NA | NA |
| **Water intensity** *(optional)* – the relevant metric may be selected by the entity | NA | NA |
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) Into Surface water | NA | NA |
| - No treatment | NA | NA |

| Parameters | FY 2022-23 | FY 2021-22 |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| - With treatment – please specify level of treatment | NA | NA |
| (ii) Into Groundwater | NA | NA |
| - No treatment | NA | NA |
| - With treatment – please specify level of treatment | NA | NA |
| (iii) Into Seawater | NA | NA |
| - No treatment | NA | NA |
| - With treatment – please specify level of treatment | NA | NA |
| (iv) Sent to third-parties | NA | NA |
| - No treatment | NA | NA |
| - With treatment – please specify level of treatment | NA | NA |
| (v) Others | NA | NA |
| - No treatment | NA | NA |
| - With treatment – please specify level of treatment | NA | NA |
| **Total water discharged (in kilolitres)** | NA | NA |
| **Name of External Agency (if assessment is carried out by external agency): Embassy 247 Park, Vikhroli, Mumbai** | | |
| **Name of the Area: Vikhroli Mumbai, Maharashtra, India** | | |
| **Nature of Operations: Facility** | | |

4. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

| Parameters | Unit Specified | FY 2022-23 | FY 2021-22 |
|---|---|---|---|
| **Name of External Agency (if assessment is carried out by external agency): NA** | | | |
| **Total Scope 3 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tonnes of CO2 equivalent | NA | NA |
| **Total Scope 3 emissions per rupee of turnover** | NA | NA | NA |
| **Total Scope 3 emission intensity** *(optional)* – the relevant metric may be selected by the entity | NA | NA | NA |

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

   Not Applicable

6. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives:**

   Not Applicable

7. **Does the entity have a business continuity and disaster management plan? Give details in 100 words / web link.**

   We do have disaster recovery setup for all production environments as agreed with customers and internal stake holders.

   Business Continuity Plan and Disaster Recovery drills are conducted regularly to check the effectiveness and preparedness.

**8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

Not Applicable

**9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts**

Nil

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

**1 a. Number of affiliations with trade and industry chambers / associations – Nil**

b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to.

| Sr. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|---|---|---|
| Not Applicable | | |

**3. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

There were no incidents pertaining to anti-competitive conduct by the Company.

**Leadership Indicators**

**1. Details of public policy positions advocated by the entity:**

No, our Company does not engage in policy advocacy.

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

**1. Details of Social Impact Assessments ("SIA") of projects undertaken by the entity based on applicable laws, in the current financial year.**

We have not carried our social impact assessment.

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement ("R&R") is being undertaken by your entity**

Our company has not undertaken ongoing rehabilitation and resettlement as this is not applicable to us being an IT company.

**3. Describe the mechanisms to receive and redress the grievances of the community**

Our Company implements CSR projects through implementing agencies. We attend events conducted by CSA, our implementation agency for CSR where we interact with children from vulnerable group. By meeting the children, we try to understand the concerns, if any, of the children from vulnerable group so that we can address these concerns.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers**

| Particulars | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|---|---|---|
| Directly sourced from MSMEs/ small producers | Not tracked | |
| Sourced directly from within the district and neighbouring districts | | |

**Leadership Indicators**

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

   Not Applicable

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

   None

3.(a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

   No

(b) **From which marginalized /vulnerable groups do you procure?**

   None

(c) **What percentage of total procurement (by value) does it constitute?**

   0%

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   Not Applicable

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved:**

   Not Applicable

6. **Details of beneficiaries of CSR Projects:**

| Sr. No. | CSR Project | No. of persons benefitted from CSR Projects | % Of beneficiaries from vulnerable and marginalized group |
|---|---|---|---|
| 1 | Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.<br>Project implemented through: Catalysts for Social Action | 1,141 | 100% |
| 2 | Providing free of cost treatment at its chain of hospitals to children having congenital heart diseases.<br>Project implemented through: Sri Sathya Sai Health & Education Trust | 21 | 100% |

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

   Our Company provides and operates a 24 x 7 service desk (Help Desk) to act as the principal interface between our Company and the customer for all aspects of service support including:

   - Incident Management
   - Problem Management
   - Technical support

   The first contact and updates are communicated via a method agreed with the customer at the time of initial contact, such as:

   - Telephone call;
   - Email; or
   - Ticketing tool

   Service Desk remains the single point of contact for all incidents, problems or queries. Customers have a choice of escalating the matter to higher levels and contact higher level resources directly, if need be.

   Our customer support/complaint and feedback, includes:

   - Receive, identify, log and rectify Incidents in accordance with the Service Levels
   - Allocate unique Trouble Ticket References to all calls which are received.
   - Escalate Incidents if they are not resolved within agreed times;
   - Prepare monthly statistics on Incidents for Service review meeting purposes; and
   - Co-operate with the Customer or Third Parties as appropriate in the resolution of incidents that may or may not be within the Service Boundary.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about**

   Not Applicable

3. **Number of consumer complaints in respect of the following**

   None

4. **Details of instances of product recalls on account of safety issues**

   Not Applicable

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   Yes, we take information security and privacy seriously and have implemented appropriate measures to safeguard both internal data and the data our customers entrust us with. To achieve this, we continue to maintain continuous adherence to global standards which demonstrates our ability to deliver solutions and services effectively and consistently to customers.

   https://w3.accelya.com/wp-content/uploads/2023/07/Data-Privacy-Policy.pdf

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:**

   Not applicable

**Leadership Indicators**

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   w3.accelya.com

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Not Applicable

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   We inform our customers in the event of any disruption/discontinuation of essential services via e-mails.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Not applicable.

5. **Provide the following information relating to data breaches:**

   a. **Number of instances of data breaches along-with impact**

      Nil

   b. **Percentage of data breaches involving personally identifiable information of customers**

      Nil

## Annexure 'H'

**Conservation of Energy**

The range of activities of your Company require minimal energy consumption and every endeavour has been made to ensure optimal utilization of energy and avoid wastage through automation and deployment of energy-efficient equipment.

Your Company takes adequate measures to reduce energy consumption by using efficient computer terminals and by using latest technology. The impact of these efforts has enhanced energy efficiency. As energy cost forms a very small part of total expenses, the financial impact of these measures is not material and measured.

**Technology Absorption**

Your Company, in its endeavour to obtain and deliver the best, adopts the best technology in the field, upgrades itself continuously.

**Research and Development (R&D)**

Your Company has a well-equipped Research and Development team carrying on research and development activities.

The total expenditure incurred on Research and Development during the year 2022-23 was ₹ 346.26 lakhs.

**Foreign exchange earning and outgo**

During the year 2022-23, the foreign exchange earnings stood at ₹ 36,518.17 lakhs and foreign exchange outgo stood at ₹ 4,536.33 lakhs.

**For and on behalf of the Board of Directors**

**Gurudas Shenoy**
**Managing Director**
(DIN: 03573375)
Place: Mumbai
Date: 27th July, 2023

**Saurav Adhikari**
**Independent Director**
(DIN: 08402010)
Mumbai
27th July, 2023

**Corporate Governance Report**

The importance of maintaining high ethical standards by the corporate sector for ensuring its long term sustainable growth has been universally accepted. It is in this context that development of best practices of corporate governance and rating of companies is increasingly becoming very relevant.

Your Company believes that good corporate governance enhances accountability and increases shareholder value. Corporate Governance is a set of guidelines to fulfill its responsibilities to all its stakeholders i.e. investors, customers, vendors, government, employees. Good corporate governance has been an integral part of the Company's philosophy.

The Company believes that good corporate governance should be an internally driven need and is not to be looked upon as an issue of compliance dictated by statutory requirements.

The Company is focused on good governance, which is a key driver of sustainable growth and enhanced shareholder value.

**Board Composition**

As on 30th June, 2023, the Company had seven directors consisting of a non-Executive Chairman, one non-executive non-independent director, one managing director and four independent directors.

**Board Meetings**

Six Board Meetings were held during the financial year 2022-23.

**Directorship in other companies / committee position as on 30 June, 2023 and Matrix setting out the skills/expertise/ competence of Board of Directors**

| Name of Director | Designation | Category | Key Skills | Directorship held in other Listed entities along with Category | Directorships / Board Committees (Number) | | |
|---|---|---|---|---|---|---|---|
| | | | | | Other Directorships | Committee Membership* | Committee Chairmanship** |
| James Davidson | Chairman | Non-Executive Non-Independent | Strategy, Leadership and Business Development | - | 11@ | - | - |
| Gurudas Shenoy | Managing Director | Executive | Finance, Strategy and Leadership | - | - | - | - |
| Nani Javeri# | Director | Non-Executive / Independent | Finance, Strategy & Business Development | - | - | 2 | - |
| Sangeeta Singh | Director | Non-Executive / Independent | Human Resource / Leadership | Independent Director in Alkem Laboratories Limited, Laxmi Organic Industries Limited and Shaily Engineering Plastics Limited | 6 | 5 | 1 |
| Saurav Adhikari | Director | Non-Executive / Independent | Strategy, Operations & Leadership | Independent Director in Goodricke Group Limited | 1 | 1 | 3 |
| Meena Jagtiani$ | Director | Non-Executive / Independent | Sales & Marketing, Strategy Consulting and Human Resources | Independent Director in Sheela Foam Limited | 1 | 2 | 1 |
| Jose Maria Hurtado | Director | Non-Executive Non-Independent | Finance & Strategy | - | 10@ | - | - |

* Membership in Audit and Stakeholders' Relationship Committees of all public limited companies, whether listed or not, including Accelya Solutions India Limited.

** Chairmanship in Audit and Stakeholders' Relationship Committees excluding the membership.

# Board committee membership includes member of Audit Committee and Stakeholders Relationship Committee of the Company. Mr. Javeri retired as Director effective 7th July 2023.

$ Board committee membership includes appointment as member of Audit Committee and Stakeholders Relationship Committee of the Company effective 7th July 2023.

@ Includes directorships in foreign companies.

The details of attendance of Directors at Board Meetings either in person or through video conference during the Financial Year 2022-23 and at the Annual General Meeting (AGM) of the Company are as reproduced below:

| | Attendance at Board Meetings | | | | | | Attendance at AGM |
|---|---|---|---|---|---|---|---|
| **Name of Director** | **2nd August, 2022** | **4th October, 2022** | **19th October, 2022** | **24th January, 2023** | **18th April, 2023** | **27th June, 2023** | **19th October, 2022** |
| James Davidson | No | Yes | Yes | Yes | Yes | Yes | Yes |
| Gurudas Shenoy | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Nani Javeri# | Yes | Yes | Yes | Yes | No | Yes | Yes |
| Sangeeta Singh | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| Saurav Adhikari | - | Yes | Yes | Yes | Yes | Yes | Yes |
| Meena Jagtiani* | - | - | - | - | - | - | - |
| Jose Maria Hurtado | Yes | Yes | Yes | Yes | Yes | Yes | Yes |

# Retired as Director with effect from 7th July, 2023
* Appointed with effect from 27th June 2023.

**Familiarisation Programme**

The Company presents to the Independent Directors on a quarterly basis, information on business performance, operations, financials, working capital, fund flows, compliances, contribution towards CSR activities etc. Such presentations provide an opportunity to the Independent Directors to understand the Company's strategy, business model, operations, service and product offerings, markets, organisation structure, finance, human resources etc.

The Independent Directors are given a copy of latest Annual Report, the code of conduct for directors & senior management and code of conduct under SEBI (Prohibition of Insider Trading) Regulations. The Company issues Appointment Letters to Independent Directors containing therein, term of appointment, roles, duties & responsibilities, code of conduct, remuneration, performance evaluation process etc.

The Independent Directors are provided updates on changes / developments in the business scenario and changes in statutes / legislations. The Familiarisation programme, a sample letter of appointment / re-appointment containing the terms and conditions, issued to the Independent Directors and the code of conduct for directors and senior management, is available on the website of the Company on the following link:

https://w3.accelya.com/accelya-solutions-india-limited-policies

The independent directors are not related to each other.

**Performance Evaluation**

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees.

The Company has a structured assessment process for evaluation of performance of the Board and individual performance of each Director including the Chairman.

The Independent Directors, at their separate meeting, reviewed the performance of Non-Independent Directors and the Board as a whole taking into consideration the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The parameters of the performance evaluation process for Directors, inter alia, includes, effective participation in meetings of the Board, understanding of the roles and responsibilities, domain knowledge, attendance of director(s), etc. The performance of each independent director was evaluated by the entire Board, without the presence of the respective independent director, with respect to fulfilment of independence criteria as specified in the Listing Regulations and Companies Act, 2013 and his / her independence from the management.

In the opinion of the Board, the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

**Board Committees**

Currently Board has six committees –

i) Audit Committee
ii) Stakeholders Relationship Committee
iii) Nomination and Remuneration Committee
iv) Risk Management Committee
v) Corporate Social Responsibility Committee
vi) Share Transfer Committee

None of the Directors of the Company is a member of more than ten committees or acts as a Chairman of more than five committees across all companies in which he is a Director. In accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee alone is considered.

**Composition of Committees**

**i) Audit Committee**

The Audit Committee met five times during the financial year 2022-23. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2022-23 are detailed below:

| | Attendance at Audit Committee Meetings | | | | |
|---|---|---|---|---|---|
| **Name of Member** | **2nd August, 2022** | **19th October, 2022** | **24th January, 2023** | **18th April, 2023** | **27th June, 2023** |
| Saurav Adhikari^ | - | Yes | Yes | Yes | Yes |
| Nani Javeri # | Yes | Yes | Yes | No | Yes |
| Sangeeta Singh | Yes | Yes | Yes | Yes | Yes |
| Meena Jagtiani$ | - | - | - | - | - |
| James Davidson | No | Yes | Yes | Yes | Yes |

^ Chairman of the Committee w.e.f. 19th October, 2022.
# Chairman of the Committee until 19th October, 2022. Retired as director w.e.f. 7th July, 2023.
$ Appointed as Member of the Committee w.e.f. 7th July, 2023.

**Terms of Reference**

a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to::

   i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

   ii. Changes, if any, in accounting policies and practices and reasons for the same

   iii. Major accounting entries involving estimates based on the exercise of judgment by management

   iv. Significant adjustments made in the financial statements arising out of audit findings

   v. Compliance with listing and other legal requirements relating to financial statements

vi. Disclosure of any related party transactions

vii. Qualifications in the draft audit report

e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

h) Approval or any subsequent modification of transactions of the company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

n) Discussion with internal auditors of any significant findings and follow up there on;

o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

r) To review the functioning of the Whistle Blower mechanism;

s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**ii) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee met four times during the financial year 2022-23. The composition of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2022-23 are detailed below:

| | **Attendance at Stakeholders Relationship Committee Meetings** | | | |
|---|---|---|---|---|
| **Name of Member** | **2nd August, 2022** | **19th October, 2022** | **24th January, 2023** | **18th April, 2023** |
| Saurav Adhikari^ | - | Yes | Yes | Yes |
| Nani Javeri # | Yes | Yes | Yes | No |
| Sangeeta Singh | Yes | Yes | Yes | Yes |
| Meena Jagtiani$ | - | - | - | - |
| James Davidson | No | Yes | Yes | Yes |

^ Appointed Chairman of the Committee w.e.f. 7th July, 2023.
# Chairman of the Committee until he retired as Director w.e.f. 7th July, 2023.
$ Appointed as Member of the Committee w.e.f. 7th July, 2023.

**Terms of Reference**

a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.

b) Review of measures taken for effective exercise of voting rights by shareholders.

c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the company.

**Name and Designation of Compliance Officer**

Ninad G. Umranikar – Company Secretary

**iii) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee met three times during the financial year 2022-23. The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2022-23 are detailed below:

| | Attendance at Nomination and Remuneration Committee Meetings* | | |
|---|---|---|---|
| **Name of Member** | **2nd August, 2022** | **4th October, 2022** | **27th June, 2023** |
| Sangeeta Singh^ | Yes | Yes | Yes |
| Nani Javeri# | Yes | Yes | Yes |
| Meena Jagtiani$ | - | - | - |
| James Davidson | Yes | Yes- | Yes |

^ Chairperson of the Committee.
# Retired as Director with effect from 7th July, 2023.
$ Appointed Member of the Committee on 7th July, 2023.

**Terms of Reference**

i) identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

ii) formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

iii) while formulating the policy under (ii) above, ensure that—

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**Remuneration Policy**

Remuneration to Managing Director is paid in accordance with the provisions of the Companies Act, 2013 ("the Act"). Commission is paid to Managing Director and to independent non-executive directors which does not exceed such percentage of the net profits of the Company as is specified under the Act. Sitting Fees are paid to independent directors for attending every meeting of the Board of Directors or committee thereof.

**Remuneration to Managing Director**

During the year, Mr. Gurudas Shenoy was paid ₹ 177.22 lakhs towards remuneration.

**Stock Options**

Mr. Gurudas Shenoy was not granted any stock options during the year.

**Service Contract, Notice Period and Severance Fees**

Mr. Gurudas Shenoy may resign by giving 3 months' notice in writing to the Company without any severance fees.

**Remuneration to Non-Executive Directors**

Commission – ₹ 4,00,000/-

Sitting Fees – ₹ 18,90,000/-

Commission of ₹ 200,000/- is paid to each independent director subject to a maximum of 1% of the net profit of the Company. A sum of ₹ 30,000/- is paid to each independent director for attending a meeting of the Board of Directors or Committee thereof (apart from Share Transfer Committee Meeting).

**Stock Options to Non – Executive Directors**

The non–executive directors were not given any stock options during the year.

**No. of equity shares held by Non – Executive Directors**

As on 30th June, 2023, none of the non–executive directors held any equity share in the Company.

**iv) Risk Management Committee**

The Risk Management Committee met twice during the financial year 2022-23. The composition of the Risk Management Committee of the Board of Directors of the Company along with the details of the meeting held and attended during the financial year 2022-23 are detailed below:

| | **Attendance at Risk Management Committee Meeting** | |
|---|---|---|
| **Name of Member** | **19th October, 2022** | **18th April, 2023** |
| Nani Javeri^ | Yes | Yes |
| Saurav Adhikari# | Yes | Yes |
| Sangeeta Singh | Yes | Yes |
| James Davidson | Yes | Yes |
| Meena Jagtiani$ | - | - |

^ Chairman of the Committee until he retired w.e.f. 7th July, 2023.

# Appointed Chairman of the Committee w.e.f. 7th July, 2023.

$ Appointed Member of the Committee on 7th July, 2023.

**Terms of reference**

a) Annually review and approve the Risk Management Policy and associated frameworks, policies and practices of the Company.

b) Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner.

c) Access any internal information necessary to fulfill its oversight role.

d) Authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Risk Management Policy formulated by the Risk Management Committee prescribes the roles and responsibilities of each risk owner within the Company, the impact and probability assessment of each risk, structure for managing risks, framework with respect to risk management. The internal controls comprehensively address various strategic, operational, financial and compliance risks.

**v) Share Transfer Committee**

The Share Transfer Committee met 4 times during the financial year 2022-23. The composition of the Share Transfer Committee of the Board of Directors of the Company is detailed below:

| Name of Member | Category |
|---|---|
| Gurudas Shenoy^ | Managing Director |
| James Davidson | Non-Executive Non-Independent Director |
| Uttamkumar Bhati | Chief Financial Officer |
| Ninad Umranikar | Company Secretary |

^ Chairman of the Committee

**Terms of reference**

Committee approves transmission, transposition, etc. based on the reports obtained from the Registrar and Share Transfer Agent.

**vi) Corporate Social Responsibility Committee**

The Corporate Social Responsibility (CSR) Committee met four times during the financial year 2022-23. The composition of the CSR Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year 2022-23 are detailed below:

| | Attendance at CSR Committee Meetings | | | |
|---|---|---|---|---|
| **Name of Member** | **2nd August, 2022** | **19th October, 2022** | **24th January, 2023** | **18th April, 2023** |
| Nani Javeri^ | Yes | Yes | Yes | No |
| Sangeeta Singh | Yes | Yes | Yes | Yes |
| James Davidson | Yes | Yes | Yes | Yes |
| Meena Jagtiani$ | - | - | - | - |

^ Chairman of the Committee until he retired w.e.f. 7th July, 2023.

$ Appointed Chairperson of the Committee w.e.f. 7th July, 2023.

**Terms of reference**

a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;

b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and;

c) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

**vii) Meeting of Independent Directors**

One meeting of Independent Directors was held during the year to discuss the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The details of the meeting held and attended during the financial year 2022-23 are detailed below:

| | Attendance at Independent Directors' Meeting |
|---|---|
| **Name of Member** | **2nd August, 2022** |
| Nani Javeri | Yes |
| Sangeeta Singh | Yes |

**Quorum for Board & Committee Meetings**

Quorum for Board as well as Committee Meetings is one third or two directors / members of committees, as the case may be, whichever is higher.

**General Body Meetings**

Particulars of Annual General Meetings held during last three years:

**Year 2020 Annual General Meeting dated 28th October, 2020 held through video conferencing / other audio visual means at 2.30 p.m.**

**No Special Resolution was proposed / passed.**

**Year 2021 Annual General Meeting dated 27th October, 2021 held through video conferencing / other audio visual means at 2.30 p.m.**

**Special Resolutions were passed for:**

1. Appointment of Mr. Shrimanikandan Ananthavaidhyanathan as Managing Director and remuneration payable to him.

**Year 2022 Annual General Meeting dated 19th October, 2022 held through video conferencing / other audio visual means at 2.30 p.m.**

**No Special Resolution was proposed / passed.**

**During 2022-23 no special resolution was passed through postal ballot**

During there year there has been no change in the senior management since the close of the previous financial year.

**Means of communication**

| | |
|---|---|
| Half yearly report sent to each household of Shareholder: | No |
| Quarterly results: | |
| Which newspapers normally published in: | Financial Express & Loksatta |
| Any website where displayed: | w3.accelya.com |
| Whether it also displays official news releases and presentations made to institutional investors or to analysts: | Yes |
| Whether MD&A is a part of annual report or not: | Yes |

**General Shareholder Information**

| | | |
|---|---|---|
| **1** | **Annual General Meeting** | |
| | Date | Thursday, 19th October, 2023 |
| | Time | 3.30 p.m. |
| | Venue | Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411016. |
| **2** | **Registered Office Address** | 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411 006 |
| **3** | **Financial Calendar** | |
| | **Financial Year** | 1 July to 30 June |
| | The tentative calendar of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 30th June, 2024 is given below: | |
| | **Quarter /Year ended** | **Month of approval of Financial Results** |
| | 30th September, 2023 | October / November, 2023 |
| | 31st December, 2023 | January / February, 2024 |
| | 31st March, 2024 | April / May, 2024 |
| | 30th June, 2024 | July / August, 2024 |
| **4** | **Details of the dividend declared and paid by the company in 2022-23 are as follows:** | |
| | Final Dividend for 2021-22 | 14th November, 2022 |
| | Interim Dividend for 2022-23 | 21st February, 2023 |
| **5** | **Listing Details** | |
| | **Name of the Stock Exchange & Stock Codes** | **Address** |
| | BSE Limited (BSE) – 532268 | Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 001<br>Tel.: (022) 22721233 / 34 |
| | National Stock Exchange of India Limited (NSE) – ACCELYA | Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra, (East), Mumbai – 400 051<br>Tel.: (022) 2659 8100 –14 |
| | ISIN for Depositories | INE793A01012 |
| | The Company has paid listing fees to BSE and NSE for 2022-23. | |

| | | | | | |
|---|---|---|---|---|---|
| **6** | **Accelya Solutions India Limited Share Price (NSE) Vs. NSE S&P CNX Nifty Index** | | | | |
| | **Month** | **Accelya Solutions India Limited Share Price (₹)** | | **NSE S&P CNX Nifty** | |
| | | High | Low | High | Low |
| | July, 2022 | 944.00 | 852.60 | 17,172.80 | 15,511.05 |
| | August, 2022 | 1,174.45 | 925.00 | 17,992.20 | 17,154.80 |
| | September, 2022 | 1,197.10 | 1,109.00 | 18,096.15 | 16,747.70 |
| | October, 2022 | 1,310.70 | 1,041.50 | 18,022.80 | 16,855.55 |
| | November, 2022 | 1,715.00 | 1,259.05 | 18,816.05 | 17,959.20 |
| | December, 2022 | 1,746.00 | 1,294.20 | 18,887.60 | 17,774.25 |
| | January, 2023 | 1,718.00 | 1,377.40 | 18,251.95 | 17,405.55 |
| | February, 2023 | 1,440.00 | 1,111.50 | 18,134.75 | 17,255.20 |

| | | | | | |
|---|---|---|---|---|---|
| | March, 2023 | 1,328.00 | 1,065.10 | 17,799.95 | 16,828.35 |
| | April, 2023 | 1,494.00 | 1,227.00 | 18,089.15 | 17,312.75 |
| | May, 2023 | 1,469.60 | 1,251.45 | 18,662.45 | 18,042.40 |
| | June, 2023 | 1,386.00 | 1,315.00 | 19,201.70 | 18,464.55 |

| | | |
|---|---|---|
| **7** | **Registrar and Share Transfer Agent (address for correspondence)** | |
| | **Name** | **Address and contact details** |
| | **KFin Technologies Limited** | Selenium, Tower B, Plot 31-32, Gachibowli Financial District,<br>Nanakramguda, Hyderabad – 500 032<br>Tel. No. (040) 67162222<br>Fax No. (040) 23001153<br>Email: einward.ris@kfintech.com<br>Contact Person: Mr. Mohammed Mohsinuddin |
| **8** | **Share Transfer System** | |
| | The Securities and Exchange Board of India has mandated transfer of securities only in dematerialized form with effect from 1st April, 2019, baring certain instances.<br>The shares lodged for transmission, issuance of duplicate share certificates, split, rematerialisation, consolidation and renewal of share certificates etc. are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects. The Share Transfer Committee has been delegated the authority to approve the transfer, transmission, dematerialization of shares etc. A summary of approved transmissions, dematerialization of shares, etc. is placed before the Share Transfer Committee Meeting from time to time as per the Listing Regulations. . | |
| **9** | **Break-up of shareholding in physical and demat mode (as on 30 June, 2023)** | |
| | **Type of Holding** | **Percentage to Share Capital** |
| | Physical | 0.4438 |
| | Dematerialized | 99.5562 |
| | **Total** | **100.00%** |
| **10** | **Investor Complaints**<br>The Company has set up a Stakeholders Relationship Committee, which monitors overall investor complaints in co-ordination with the Company Secretary and the Registrar & Share Transfer agents.<br>During the year, the Company / R & T Agents have received 37 shareholder complaints all of which were resolved during the year and there were no complaints pending at the end of the year. | |
| **11** | **Distribution of Shareholding as on 30 June 2023** | |

| | Shareholding Range | No. of Shareholders | Percentage | Shareholding | Percentage |
|---|---|---|---|---|---|
| | 1-500 | 26,937 | 97.1508 | 14,20,310 | 9.5155 |
| | 501- 1000 | 481 | 1.7348 | 3,59,568 | 2.409 |
| | 1001- 2000 | 176 | 0.6348 | 2,48,907 | 1.6676 |
| | 2001- 3000 | 59 | 0.2128 | 1,53,713 | 1.0298 |
| | 3001- 4000 | 20 | 0.0721 | 70,155 | 0.47 |
| | 4001- 5000 | 19 | 0.0685 | 88,203 | 0.5909 |
| | 5001- 10000 | 20 | 0.0721 | 1,43,717 | 0.9628 |
| | 10001 & Above | 15 | 0.0541 | 1,24,41,688 | 83.3544 |
| | **Total** | **27,727** | **100.0000** | **1,49,26,261** | **100.0000** |

| | | |
|---|---|---|
| 12 | **Credit ratings and any revisions thereto for debt instruments or any fixed deposit programme or Any scheme or proposal involving mobilization of funds, whether in India or abroad**<br>The company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended 30th June, 2023. | |
| 13 | **No pending complaints emails received from stock exchanges**<br>The details of 'no pending complaints' emails received from stock exchanges are provided below: | |
| | **Name of Stock Exchange** | **Date of Letter / Email** |
| | **NSE** | 6 January 2023<br>31 March 2023<br>4 July 2023 |
| | **BSE** | 6 January 2023<br>31 March 2023<br>4 July 2023 |

**Other Disclosures**

1. There are no materially significant related party transactions i.e. transaction, material in nature, with its promoters, directors, their relatives or the management, subsidiaries of the Company etc. having potential conflict with the interests of the Company at large.

2. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

3. The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide a framework to promote responsible and secure whistle blowing process. It protects employees wishing to raise a concern about serious irregularities within the Company or its employees through an email or by a phone call to the Ombudsperson appointed under the Policy. Protected disclosures can be made by a whistle blower. We affirm that no personnel of the Company has been denied access to the audit committee.

4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

   The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

   **Non-Mandatory Requirements**

   a) The non-executive Chairman does not maintain Chairperson's office at the listed entity's expense and does not receive reimbursement of expenses incurred in performance of his duties.

   b) The Company does not send half-yearly declaration of financial performance including summary of the significant events in last six-months to each household of shareholders.

   c) During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

   d) The internal auditors report to the audit committee. They participate in the meetings of the Audit Committee of the Board of Directors of the Company and presents his internal audit observations to the Audit Committee.

**5. Subsidiary Companies**

The policy for determining material subsidiaries can be accessed on the Company's website at the following link: https://w3.accelya.com/accelya-solutions-india-limited-policies.

**6. Related Party Transactions**

The policy on dealing with related party transactions can be accessed on the Company's website at the following link: https://w3.accelya.com/accelya-solutions-india-limited-policies.

7. **Disclosure of commodity price risk and commodity hedging activities**

   The Company does not deal in commodities and hence disclosure relating to commodity price risk and commodity hedging activities is not required. The Company actively monitors the foreign exchange movements and takes forward covers as appropriate to reduce the risks associated with transactions in foreign currencies.

8. **Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations**

   The Company has not raised funds through preferential allotment or Qualified Institutional Placement during the financial year 2022-23.

9. **Certificate from Company Secretary in practice**

   A certificate from Nilesh A. Pradhan & Co., LLP, Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of the Companies by Securities and Exchange Board of India (SEBI) Ministry of Corporate Affairs or any such Statutory Authority is annexed as part of this report.

10. There was no instance during the financial year 2022-23 where the Board did not accept any recommendation of any committee of the Board which is mandatorily required.

11. **Total fees paid to statutory auditors of the Company**

    Total fees of ₹ 187.32 lakhs for financial year 2022-23, for all services, was paid by the Company to the statutory auditors.

12. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

    The Company did not receive any complaint of sexual harassment during the financial year 2022-23.

13. The Company has complied with the requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

14. **Material subsidiaries of the Company**

    Accelya Solutions Americas Inc. (date & place of incorporation: 16 November 1998, New Jersey, USA).

**DECLARATION**

Pursuant to Regulation 26(3) of SEBI Listing Regulations, I hereby declare that all Board members and senior management personnel have affirmed compliance with the code of conduct.

**Gurudas Shenoy**
Managing Director
(DIN: 03573375)
Place: Mumbai
Date: 27th July, 2023

## Certificate [Pursuant to Regulation 34(3) read with Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
ACCELYA SOLUTIONS INDIA LIMITED

We have examined the relevant disclosures provided the by the Directors (as mentioned in below table) to ACCELYA SOLUTIONS INDIA LIMITED (CIN : L74140PN1986PLC041033) having its Registered Office at 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune-411006 ("hereinafter referred to as the Company") for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including verification of Director Identification Number status at the portal www.mca.gov.in) and the relevant disclosures provided the by the Directors (as mentioned in below table) to the Company, we hereby certify that none of the Directors on the Board of the Company as stated below as on June 30,2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, under Section 164 of Companies Act, 2013 for Ministry of Corporate Affairs or any such other statutory authority as on June 30,2023.

| Sr.No. | Name of Director | Director Identification Number (DIN) | *Date of Appointment in the Company |
|---|---|---|---|
| 1 | NANI BYRAM JAVERI | 02731854 | 08-07-2013 |
| 2 | GURUDAS VASUDEV SHENOY | 03573375 | 01-07-2022 |
| 3 | SANGEETA KAPILJIT SINGH | 06920906 | 18-07-2014 |
| 4 | SAURAV ADHIKARI | 08402010 | 02-08-2022 |
| 5 | JOSE MARIA HURTADO CARRASCO | 08621867 | 27-11-2019 |
| 6 | JAMES KARR DAVIDSON | 09516461 | 28-02-2022 |
| 7 | MEENA JAGTIANI | 08396893 | 27-06-2023 |

*the date of appointment is as per the MCA Portal and as per the documents provided by the Company.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Nilesh A. Pradhan & Co., LLP**
**Company Secretaries**

**Nilesh A. Pradhan**
**Partner**
**FCS No.: 5445**
**COP No.: 3659**
**PR No. 1908/2022**
**UDIN: F005445E000672430**

Place: Mumbai
Date: July 27,2023

## Certificate of Corporate Governance

To
The Members
ACCELYA SOLUTIONS INDIA LIMITED

We have examined the compliance of conditions of Corporate Governance by Accelya Solutions India Limited ("the Company"), for the year ended on June 30, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of the conditions of Corporate Governance is a responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us by the Company the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Nilesh A. Pradhan & Co., LLP**
**Company Secretaries**

**Nilesh A. Pradhan**
**Partner**
**FCS No.: 5445**
**COP No.: 3659**
**PR No. 1908/2022**
**UDIN: F005445E000672430**

Place: Mumbai
Date: July 27,2023

**INDUSTRY OUTLOOK:**

Global air passenger continued with its solid growth with industry KPIs within touching distance to pre-pandemic levels in international travel and crossing pre-pandemic levels on domestic levels. Passenger load factors have also improved across all regions. Carriers in Asia Pacific continue to lead growth as compared to peers in other regions. Airlines have started placing large orders for aircrafts in anticipation of the growing passenger and improving efficiencies from retiring older aircrafts.

IATA has forecasted that the Airlines industry will return to net profit position in 2023 after sustaining significant losses during Covid period.

Airlines continue to focus on providing new ancillaries in market with focus on customer travel experiences. These services are aimed to help passengers personalize their travel experiences throughout their journey e.g. lounge access, seat choice, meals etc. Some airlines are creating bundles where passenger fare includes bundles like seats and meals.

As part of the industry Modern Airline Retailing program are looking to become truly customer centric and legacy-free with adoption of Offers and Orders. Offers which will be powered by the New Distribution Capability (NDC) and Orders which will be built around the One Order standards. This will allow agents to have direct access to the airline content offered on their websites. The adoption of NDC and One Order will reduce the airlines distribution costs, increase revenues, provide more control on how their products are sold and improve customer satisfaction

The International Air Transport Association (IATA) maintains an optimistic outlook on the airline industry's growth in 2023:

- Looking forward, the demand for air travel is expected to double by 2040, growing at an annual average rate of 3.4%.
- Airline industry revenue is expected to reach $837 bn which is 95.5% of 2019 levels]
- The industry is returning to profitability in 2023, the net profit forecast for this year is USD 9.8 billion
- Cargo revenue is still around double the pre-pandemic average with volumes of 57.8 million tonnes
- Global passenger numbers will increase to 4.35 bn which is close to the 5.54 bn of 2019 levels.

Risk facing the industry's growth in 2023:

- Global Inflation
- War in Ukraine
- Supply chain issues in global trade
- Regulatory costs burden due to passenger rights and regional environmental initiatives

**ACCELYA GROUP'S STRATEGY:**

Accelya's financial service provides vital decision support and reporting capabilities to support airlines and their importance post-pandemic has increased even further as the airline embark on a road of sustained long term growth & recovery.

Accelya continues to building on the Accelya Airline Retail Platform around the NDC and One Order standards. With connections to the larger Offer and Order offerings from Accelya Group portfolio, we can provide our customers value across Offer to Settle. With our ONE Order focus, Accelya is well poised to drive technology transformation within the airline industry that is looking forward to embracing new ways of retailing & distribution. Our Order Accounting solution has been certified by IATA and is being positioned to work with the airline Order Management System (OMS).

The project team strategized to adopt to IATA version 21.3 release for finalizing the product requirements for this integration.

As part of Accelya's Offer to Settle vision, An Accelya Product Integration (API) project was initiated to integrate the Orders with Order Accounting solution and the initial architecture, development, and testing have been concluded. A more detailed use cases and features are being planned as part of the next phase.

Our focus is to keep the long-term objectives in balance with short term goals to ensure that we create the robust foundation for future growth while staying resilient in these ever-evolving business environments. We continue to evolve our products and services to ensure that we continue our leadership position in the airline commercial and financial platform domain.

We continue to work with airlines and industry partners like IATA, ATPCO to ensure that our end-to-end solutions help the airline during the recovery phase and beyond.

The Strategic Product Governance (SPG) group that was setup to provide direction to product in conjunction with customers has just completed its 10-year anniversary this year. SPG has been instrumental in helping Accelya maintain product leadership in the industry.

Our employees are at the heart of our growth. We have put in place the right set of rewards and opportunities to enable us to attract, nurture and retain the best talent.

**ACCELYA SOLUTIONS' MAJOR OFFERINGS:**

Revenue Accounting, Revenue Assurance and Cost Management continue to remain Company's key solutions.

New Distribution Capabilities (NDC) transactions have now started flowing through our systems and we are now seeing increased adopt around the ancillaries being offered.

The company continues developing Order Accounting solution in line with IATA standards to meet requirements of the financial accounting side of NDC as well as Settlement with Orders (SwO). The company formulated a roadmap map that covers the entire Accounting to Settlement cycle and our investments in this area are on track.

The company continue to partner with airlines to ensure accurate revenue declaration and control including plugging revenue leakages and improving the quality of revenue, better manage cost, risk, cash flow, profitability, and overall business performance.

**Revenue Accounting and Assurance:** Revenue Accounting is a complex business process in an airline as it is responsible for accurate and timely revenue declaration, ensuring interline payments are billed correctly and adherence to IFRS and audit compliances. In addition, crucial strategic decisions are made using revenue accounting data in an airline.

With over 30 years of experience and a leadership position in revenue accounting, the Company enables leading global airlines to streamline and simplify their revenue accounting processes. The company continues to work with airlines in addressing business challenges like NDC which has been the seamless transition to the new retailing world.

The Revenue Assurance Services portfolio covers a wide gamut of audit services spanning the entire ticket lifecycle from original booking through to the completion of the journey. This is supported by comprehensive recovery services — from raising of Agent Debit Memos (ADMs) to fund collection.

**Cost Management:** Accelya Solutions' Cost Management Solutions enable airlines to manage their costs more smartly. It automates the payables process, provides deeper insights into the costs, and facilitates wiser, more profitable decisions every day. As a result, airlines can control supplier overpayments and transform their procure-to-pay cycle.

**Industry Partnerships**

**ATPCO**

The Company continues to provide NFP (Neutral Fare Proration) under ATPCO's RASS (Revenue Accounting Settlement Services) powered by industry recognized APEX® Proration Engine.

**IATA**

As an IATA Strategic Partner, the Company is involved in various engagements. During the Covid times the relationship has been further extended and strengthened. Some of the initiatives the Company is involved are as below:

**NDC & One Order**

The Company is actively involved in IATA's retailing initiative of NDC & One Order since inception of the initiative. The relationship was further extended to involve Settlement with Orders.

**SIS Development & Support**

The Company is providing high quality support to IATA's Simplified Invoicing Settlement (SIS) platform to meet quality, system and information security standards as expected by IATA.

**ACCELYA SOLUTIONS´UPDATES**

**Revenue Assurance – Accelya Managed Services**

- Refunds volume continued to be high for few customers as COVID related policy were still valid.
- Volume recovery resulted in higher volumes for sales audit and in turn resulting in higher $ recoveries for airlines.

**Revenue Accounting**

- The focus for flagship offering of Revenue Accounting for the year was to align itself with IATA's NDC and One Order initiative. In line with this objective the Company has been certified on IATA 21.3 standards for its One Order Accounting solution.
- The company continues its investments in building Order Accounting space and roadmap for completion of MVP that can be taken to customers for further adoption.
- The company proration engine has been enhanced and adapted to provide loyalty points based on fare paid by the passenger instead of milage travelled. This creates a differentiator between customer low paying passenger and higher fare passengers traveling in the same class.

**Revenue Accounting – Accelya Managed Services**

- Volume recovery continued with most of the AMS customer reaching the pre COVID level volumes
- Major airline from Southeast Asia moved from Hosted to full AMS service for Passenger Revenue Accounting
- Rigor back in the Customer Engagement Model with face to face connect started with key customers after a gap of 3 years

**Cost Management**

The cost management business witnessed steady growth on the back of airline volume recovery. The focus continued to remain on management of direct operating expenses for customers in key categories such as fuel, ground handling.

**ACCELYA SOLUTIONS' STRENGTHS AND OPPORTUNITIES:**

**Business Focus, Expertise and Continuous Investment in Products and Services**

The Company continues to command a significant advantage in terms of business domain knowledge and emerging industry changes. Years of experience have provided the Company with a strong base of Intellectual Property and Intellectual Capital.

The Company continues to invest in Order Accounting platform to meet the expected demand of airlines transitioning to One Order in future. The Revenue Assurance solution is poised to move to a modernized web enabled solution..

**Ready for the Evolving Airline Distribution Landscape**

The Company is aligned with the upcoming industry changes with respect to IATA's NDC and One Order initiatives. With Accelya US Inc's proven solutions for NDC and offer/order management, the Group (and the Company) can realize the vision of a new airline platform spanning the entire lifecycle from offer to settlement and play a larger role in the airline ecosystem. The Company's accounting solution is already certified by IATA on new 21.3 standards as being NDC and One Order capable and is ready to handle the distribution landscape of the future.

**An expanding target market for Order Accounting**

The addressable target market for the company's IATA certified Order Accounting solution continues to expand as the solution is evolving with industry to define and handle current and future business scenarios.

The solution is capable of transitioning customer towards adoption of ONE Order Accounting requirements as well as meeting the accounting needs of LCC and any other non-standard Airlines bookings. The Company is looking at leveraging these capabilities to service airlines offering bundled services (air travel + holiday packages), airlines with non-standard PSS as well as LCC and ultra LCC carriers. Moreover, The Company's OA solution is OMS agnostic & capable of integrating all possible 3rd party ancillary services, thereby giving it a clear edge over competitors.

**Neutral Service Provider**

Accelya Solutions is a neutral service provider and is not governed by any competing airlines. The Company's platforms and processes are independent of any airline strategic roadmap. Confidentiality and security of customer data are of utmost importance to the Company.

**Data Protection**

The Company takes data privacy very seriously and has relevant controls and compliances in place including PCI DSS 3.2 and ISO 27001: 2015. All of the Company's products and services meet the new privacy standards as per the EU General Data Protection Regulation (GDPR) regulations.

**Single Vendor Accountability**

Accelya Solutions has pioneered the concept of platform-based outsourcing in the airline industry. The Company takes complete accountability of the outcome as per the Service Level Agreements (SLAs).

It also takes the responsibility for maintaining and upgrading the platform, processes and people skills in line with industry best practices and client requirements.

**Relationship with Customers**

Accelya Solutions values long-term relationship with its customers. The ability to forge effective and lasting partnerships with large, global airlines is the Company's strength.

Accelya's relationship with its customers continues to go from strength to strength. The company is also partnering with airlines to help them transition to the One-order world & leverage new revenue earning opportunities in the post pandemic era.

**Pay-as-you-use Model**

Accelya Solutions offers its solutions on a pay-per-use model. It enables airlines to have a low capex and variable costs. At the same time, this model ensures the Company annuity revenue streams resulting in revenue visibility and foundation for growth. A win-win for customers and the Company.

**Financial Analysis Shareholders' Funds**

Shareholders' funds decreased from ₹ 25,633.42 lakhs to ₹ 25,164.35 lakhs during the year 2022-23.

**Equity**

During the year, Share Capital, and Securities Premium stand at ₹ 1,492.69 lakhs and ₹ 3,169.84 lakhs respectively. Presently, Accelya Solutions has 14,926,261 shares (Previous Year 14,926,261) of ₹ 10 each fully paid up.

**Profit and Loss Account**

Accelya Solutions retained earnings as at June 30, 2023, amount to ₹ 18,014.92 lakhs.

As at 30th June 2023, Accelya Solutions book value per share decreased to ₹ 168.59 per share as compared to ₹ 171.73 per share as at 30th June 2022.

**General Reserves Account**

During the year, general reserve stands at ₹ 2,391.52 lakhs. There is no change to this balance in the current year.

### Capital Redemption Reserve

During the year, capital redemption reserve stands at ₹ 95.38 lakhs. There is no change to this balance in the current year.

### Investment

Investments at cost, as at 30th June 2023 stands at ₹ 4,741.15 lakhs. There is no change to this balance in the current year.

### Fixed Assets

### Product Development

During the year, product development cost amounting to ₹ 304.13 lakhs has been capitalised as an intangible asset.

### Other Fixed Assets

The Company added ₹ 1,465.82 lakhs to the gross block comprising of ₹ 1,207.39 lakhs in plant and machinery, ₹ 250.45 lakhs in purchase of software, ₹ 3.80 lakhs in purchase of furniture and ₹ 4.18 lakhs in purchase of leasehold improvements.

### Sale / Disposal of Assets

During the year, the Company sold/ disposed of assets with a gross and depreciated net value of ₹ 3,069.89 lakhs. The sold assets included old plant & machinery, furniture & fixtures, property at Pune (1st floor of Building 'Sharada Arcade').

The Company's gross block as at June 30, 2023 stood at ₹ 21,637.53 lakhs as compared to ₹ 22,937.47 lakhs as at June 30, 2022. The corresponding net block as at June 30, 2023 is ₹ 4,411.18 lakhs as compared to ₹ 5,445.48 lakhs as at June 30, 2022.

### Trades Receivables

The Company's net receivables as at June 30, 2023 amounted to ₹ 8,632.32 lakhs as compared to ₹ 7,697.11 lakhs as at June 30, 2022. These debtors are considered good and realisable.

The need for provisions is assessed based on various factors including collectability of specific dues, risk perceptions of the industry in which the customer operates and general economic factors which could affect the customer's ability to settle and finally depending on the management's perception of the risk. The total provision for doubtful debts as at 30 June 2023 stands at ₹ 9.21 lakhs compared to ₹ 30.96 lakhs as at 30 June, 2022.

Trade receivables as a percentage of total revenue is 20.46% as at 30 June 2023 as against 22.43% as at 30 June, 2022.

### Non-current Liabilities

As at 30 June, 2023 the Company's non-current liabilities amount to ₹ 1,033.89 lakhs as compared to ₹ 1,944.39 lakhs as at 30 June, 2022.

### Current Liabilities

As at 30 June, 2023 the Company's current liabilities amount to ₹ 7,259.54 lakhs as compared to ₹ 6,003.07 lakhs as at 30th June, 2022.

### Result of Operations

### Sale of services

For the year ended 30th June 2023, the Company recorded operating income of ₹ 41,160.10 lakhs.

### Operating Profit

The Company reported profit before exceptional items and tax of ₹ 14,676.97 lakhs for the year ended 30th June, 2023.

**Profit after Tax (PAT)**

The Company recorded PAT of ₹ 11,850.58 lakhs for the year ended 30th June 2023.

**Dividend**

The Company had declared and paid an interim dividend of ₹ 35 per equity share during the year.

**IPR Assets and Amortisation**

As a value innovator, the Company has always believed in developing its own Intellectual Property (IP) and over the years has invested significant number of resources in this development. All these products have been viewed as the best of the breed products by the industry and highly appreciated by the customers.

**Details of IPR assets and amortisation are as follows:**

| Product IPR | ₹ Lakhs |
|---|---:|
| Opening Net Block | 2,185.19 |
| Additions | 304.13 |
| Amortisation | 875.91 |
| Closing Net Block | 1,613.41 |

**RISKS, CONCERNS AND RISK MITIGATION**

**Increasing Competition**

New providers and existing technology vendors are constantly foraying into the airline IT and finance domain. Accelya Solutions is constantly investing in people, solutions and processes to ensure maximum value to its customers. The company's in-depth knowledge of the industry and its requirements makes it the partner of choice for airlines.

**Uncertain Economic Environment**

The airline industry is amongst the first to be impacted by any major economic or political situations. The Company is in a good position to mitigate this risk. The Company has a global customer base. The company has long term contracts with its customers which generates annuity revenues and provides good visibility on business.

**Regulatory Risk**

Proposed legislation in certain countries in which the Company operates, may restrict airlines in those countries from outsourcing work to the Company, or may limit its ability to send employees to certain client sites.

The Company has employees of different nationalities which helps in mitigating this risk to a certain extent.

**Cyber Security and Data Privacy Risk**

Global cyber security and data privacy threats are ever increasing. The Company has relevant controls and compliances in place to address these. The Company's Privacy Management Program covers continuous risk analysis and mitigation for all its products, services and processes.

**Currency Volatility**

Being a global organization dealing with global customers, volatility in currency exchange movements may affect the results of Accelya Solutions' operations.

The Company has currency hedging policies and practices in place which are regularly reviewed to mitigate this risk.

**Resource Availability**

The Company is in an industry driven by domain knowledge and intellectual property and the Company's success depends in large part on its ability to attract and retain talent.

**Internal Financial Control Systems and their Adequacy**

The Company's internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies. The Company has a well-defined delegation of power with authority limits for approving contracts as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have been laid down.

The Company's management assessed the effectiveness of internal control over financial reporting (as defined in Clause 17 of SEBI Regulations 2015) as of June 30, 2023.

The Company has appointed Grant Thornton Bharat LLP to oversee and carry out internal audit of its activities. The audit is based on an internal audit plan, which is reviewed each year and approved by the audit committee. The conduct of internal audit is oriented towards the review of internal controls and risks in the company's operations such as operations and revenue review, accounting and finance, treasury management, procurement, pre-sales & sales processes, statutory compliances, human resource and cyber security & IT processes.

The audit committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action.

Based on its evaluation (as defined in section 177 of Companies Act 2013 and Clause 18 of SEBI Regulations 2015), the audit committee has concluded that, as of June 30, 2023, the internal financial controls were adequate and operating effectively.

**Human Capital**

We value our employees and consider them as an asset to the organization. In view of that, we have curated people-centric policies that ensures high performing culture, along with attractive workplace and become employer of choice. Our objective is to have a collaborative, transparent and participative organization culture.

We continuously track human capital metrics to make sure we attract, develop and retain the best talent. It is our endeavor to attract qualified talent…

**Educational Qualifications**

| Post Graduates | Engineering /Other Graduates | IATA Certified / Diploma holders | Undergraduates |
|---|---|---|---|
| 16% | 71% | 10% | 3% |

***…With deep experience in our domain & technology…***

**Total Experience**

| Less than 2 years | 2-5 years | 5-10 years | More than 10 years |
|---|---|---|---|
| 15% | 13% | 19% | 53% |

***….and encourage practices of inclusion and diversity to bring forth the best in our people….***

**Gender Diversity**

| Men | Women |
|---|---|
| 58% | 42% |

***…while making all efforts to retain the best people and enable them grow in their roles***

**Attrition**

Attrition for FY 22-23: **11.3%**

Voluntary attrition for last 3 years:

| Year | ITS | BPO | Others |
|---|---|---|---|
| 2023 (July 2022 to June 2023) | 14.1% | 9.3% | 15.9% |
| 2022 (July 2021 to June 2022) | 32.1% | 3.3% | 12.8% |
| 2021 (July 2020 to June 2021) | 17.6% | 4.0% | 10.6% |

Our employees are very important part of our success, and it is essential to acknowledge the efforts made by our workforce. The past year presented various challenges, but our commitment to the well-being and development of our employees remained unwavering. As we move forward, we will continue to prioritize Human Capital investments and strive for excellence in building a strong and sustainable organization.

As we evolve, our leadership responsibility has increased, and is making leadership roles increasingly complex. Today's work environment requires leaders to be more authentic, empathetic and adaptive. These three imperatives represent a new call for leadership: "human" leadership.

To help leaders deliver on the need for human leadership and prepare them for the future of work, recognize their humanity and directly address these emotional barriers. Here are a few highlights from this past year:

**Focus on Leadership:**

- **Leader*shift* and Leading Change Workshops**

  In our efforts to drive Accelya's Transformation and growth, we focused on the design and implementation of Leader*Shift* and Leading Change Workshops for our **Top 40** and **Next 200** Leaders. These workshops were focusing on developing self-awareness and Top 40 responsibility to lead others to drive high performance in Accelya, as well as positioning Next 200 People Leaders in a critical and central role in driving the change and high-performance culture in Accelya.

  - Regional workshops were planned between April 18 and July 25, with strong executive involvement across all workshops in all regions.
  - Feedback was encouraging.

- **Leadership Development collections –** We curated content for on-line leadership development paths recommended for all employees part of the managerial track who took the DDI assessments.

  - Dedicated learning path for each segment of the Accelya Managerial path. (Capitalizing on LinkedIn Learning platform with self-paced courses recommended for developing specific competencies – strengths and development areas identified within the DDI assessments).

**Learning**

**Introducing LinkedIn and Pluralsight Learning Platforms:**

- Accelya is focusing on building a High-Performing and Learning Culture. This strategic endeavour is sustained by offering all employees access to valuable resources for them to invest their efforts and to expand their capabilities. The organization is committed to their employee's professional and personal development.
- With that aim we have partnered with LinkedIn Learning and Pluralsight platforms which are an effective tool to support employees' development with self-paced learning paths to build critical skills that are key for individual, team's success as well as business growth.
- These learning platforms offer the most relevant content authored by industry experts in soft skill, behavioural & life skills, software development, DevOps, security and many more. A consistent learning will help our employees to produce work faster, ship better projects and come up with innovative ideas.

**Accelya Academy**

Continuous enablement and development of employees is essential to improving organizational capability and performance. The Accelya Academy will develop enablement programs and learning journeys that supports Accelya to achieve business objectives by developing the skills and capabilities needed to deliver business results and strategy, by supporting high performing talent, their career aspirations.

Accelya aspires for everyone to reach their full potential. Our Enablement programs are designed to help our employees go further, faster, with the right resources, tools and dedicated Certifications to support their growth. Accelya recognizes that fully enabled employees are critical to the success of Accelya and its customers.

Accelya Academy will have a focus on the following areas (faculties)

- Product knowledge
- Skills and competencies:
- Leadership and Management
- Technical accreditation
- New Hire Onboarding
- Sales enablement

**Communications / Engagement**

With Accelya's global team spread across many locations, and the changes in the Executive team, there was a strong need to improve the way we communicate and connect with our employees. To do this effectively, we launched a new communication strategy aimed at informing, creating transparency and enabling engagement.

- New initiatives launched as part of this strategy include quarterly All-Employee Meetings, Top 40 Leaders meetings, next 200 Leaders meetings, Coffee Connect sessions on initiatives / topics of interest and CEO video updates. All sessions are interactive and give al employees to ask questions to the Executive Team as part of the live events.
- The ONE Accelya Values award has also been launched, designed to recognise those employees who demonstrate the Accelya Values in their day-to-day role. This is a peer-to-peer nomination programme with 3 awards given per quarter.

**Diversity, Equity & Inclusion**

At Accelya we embrace diversity and equality in all aspects of our business. We are committed to building a team with a variety of backgrounds, skills and views – a place where every employee can be themselves so they can reach their full potential and help us achieve our business skills.

The more inclusive we are, the better our work will be. This year the focus has been on fostering an environment for inclusion, Unconscious Bias training for managers and the implementation of a Womens' Excellence in Accelya Employee Resource Group (ERG). Membership of the ERG gives access to a mentoring program, defined learning pathways for specific development areas, access to specialized events with guest speakers and networking opportunities.

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Accelya Solutions India Limited**
**Report on the Audit of the Standalone Financial Statements**

### Opinion

We have audited the accompanying standalone financial statements of Accelya Solutions India Limited ("the Company"), which comprise the Balance Sheet as at 30 June 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 30 June 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. We have determined that there are no key audit matters to communicate in our report.

### Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report including Annexures thereto, Management Discussion and Analysis, Business Responsibility and Sustainability Report, but does not include the standalone financial statements, consolidated financial statements and our auditor's reports thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company’s Board of Directors are also responsible for overseeing the Company’s financial reporting process.

**Auditor’s Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit, we report that:
    a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
    d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
    e. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 30 June 2023 from being appointed as a director in terms of Section 164(2) of the Act.
    f. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to standalone financial statements.
    g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended,

       In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
    h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements- Refer note 37 to the standalone financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts- Refer note 42 to the standalone financial statements;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 46(ix) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities.

(b) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the note 46(x) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with section 123 of the Companies Act 2013.

As stated in note 47 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. 01 July 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 30 June 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
(Firm's Registration No. 117366W/W-100018)

**Joe Pretto**
(Partner)
(Membership No. 77491)
(UDIN: 23077491BGXCWO8466)

Place : Mumbai
Date : 27 July, 2023

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to standalone financial statements of Accelya Solutions India Limited ("the Company") as of 30 June 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls with reference to the standalone financial statements based on the internal control with reference to the standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with reference to standalone financial statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 30 June 2023, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
(Firm's Registration No. 117366W/W-100018)

**Joe Pretto**
(Partner)
(Membership No. 77491)
(UDIN: 23077491BGXCWO8466)

Place : Mumbai
Date : 27 July, 2023

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

**(Refer to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:**

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment, capital work-in-progress and right-of-use assets so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable property and hence reporting under clause (i)(c) of the order is not applicable.

(d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 30 June 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company does not have any inventory and hence reporting under clause (ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause (iii) of the Order is not applicable.

(iv) The Company has complied with the provisions of Section 186 of the Act in respect of investments made. According to the information and explanations given to us, the Company has not granted any loan or provided guarantee or security that are covered under the provisions of sections 185 of the Companies Act, 2013.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Duty of Excise, Value added Tax, cess and other material statutory dues in arrears as at 30 June 2023 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 30 June 2023 on account of disputes are given below:

| Name of Statute | Nature of Dues | Amount (₹ in Lakhs) | Period to which the Amount Relates | Forum where Dispute is Pending |
|---|---|---|---|---|
| The Finance Act, 1994 | Service tax under Reverse Charge Mechanism | 569.05^ | April 2011 to March 2015 | Customs Excise and Service Tax Appellate Tribunal (CESTAT), Maharashtra |
| The Income Tax Act, 1961 | Income Tax | 340.95 | FY 2020-21 | Commissioner of Income Tax (Appeals) |
| | | 56.15* | FY 2019-20 | |
| | | 543.07 | FY 2019-20 | Deputy Commissioner of Income Tax |

^ Net of ₹ 22.17 Lakhs amount deposited with the authority

* Net of ₹ 23.01 Lakhs amount deposited with the authority

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause (ix)(a) of the Order is not applicable to the Company.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company during the year.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loan during the year and hence reporting on clause (ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.

As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto June 2023.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a),(b) and (c) of the Order is not applicable.

(b) The Group does not have any Core Investment Company (CIC) as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
(Firm's Registration No. 117366W/W-100018)

**Joe Pretto**
(Partner)
(Membership No. 77491)
(UDIN: 23077491BGXCWO8466)

Place : Mumbai
Date : 27 July, 2023

## Balance sheet
*as at 30 June 2023*

| | Note | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 3 | **2,561.49** | 3,148.19 |
| Right-of-use assets | 32 | **959.75** | 1,636.98 |
| Capital work-in-progress | 3.1 | **218.62** | 80.00 |
| Other intangible assets | 4 | **1,849.69** | 2,297.29 |
| Intangible assets under development | 4.1 | **181.52** | 114.88 |
| Financial assets | | | |
| Investments | 5 | **4,741.15** | 4,741.15 |
| Other financial assets | 6 | **344.84** | 380.91 |
| Income tax assets (net) | 7 | **295.10** | 59.04 |
| Deferred tax assets (net) | 8 | **1,011.49** | 885.36 |
| Other non-current assets | 9 | **531.46** | 638.29 |
| **Total non-current assets** | | **12,695.11** | 13,982.09 |
| **Current assets** | | | |
| Financial assets | | | |
| Investments | 10 | **5,562.39** | 4,822.48 |
| Trade receivables | 11 | **8,632.32** | 7,697.11 |
| Unbilled receivables | | **847.47** | 218.10 |
| Cash and cash equivalents | 12 | **424.85** | 464.09 |
| Other balances with banks | 13 | **1,133.27** | 3,428.07 |
| Other financial assets | 14 | **241.10** | 97.12 |
| Other current assets | 15 | **3,921.27** | 2,871.82 |
| **Total current assets** | | **20,762.67** | 19,598.79 |
| **TOTAL ASSETS** | | **33,457.78** | 33,580.88 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | 16 | **1,492.69** | 1,492.69 |
| Other equity | 17 | **23,671.66** | 24,140.73 |
| **Total equity** | | **25,164.35** | 25,633.42 |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| Lease liabilities | 32 | **363.71** | 1,412.51 |
| Provisions | 18 | **670.18** | 531.88 |
| **Total non-current liabilities** | | **1,033.89** | 1,944.39 |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Lease liabilities | 32 | **1,099.82** | 1,083.92 |
| Trade payables | | | |
| a. Total outstanding dues of micro enterprises and small enterprises | 19 | **159.87** | 49.58 |
| b. Total outstanding dues of creditors other than micro enterprises and small enterprises | 19 | **1,690.56** | 1,183.57 |
| Other financial liabilities | 20 | **1,780.20** | 1,912.92 |
| Provisions | 21 | **857.20** | 279.80 |
| Income tax liabilities (net) | 22 | **712.10** | 600.79 |
| Other current liabilities | 23 | **959.79** | 892.49 |
| **Total current liabilities** | | **7,259.54** | 6,003.07 |
| **TOTAL EQUITY AND LIABILITIES** | | **33,457.78** | 33,580.88 |

The accompanying notes form an integral part of the standalone financial statements 2 - 48

As per our report of even date attached

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
Firm's Registration No: 117366W/W-100018

**Joe Pretto**
*Partner*
Membership No: 77491

Mumbai
27 July 2023

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201
Mumbai
27 July 2023

| **Statement of Profit and Loss** *for the year ended 30 June 2023* | Note | **30 June 2023 ₹ lakhs** | 30 June 2022 ₹ lakhs |
|---|---|---|---|
| **Revenue** | | | |
| Revenue from operations | *24* | **41,160.10** | 32,717.23 |
| Other income | *25* | **1,031.42** | 1,601.31 |
| **Total income** | | **42,191.52** | 34,318.54 |
| **Expenses** | | | |
| Employee benefits expense | *26* | **14,777.73** | 13,492.63 |
| Finance costs | *32* | **206.67** | 343.19 |
| Depreciation and amortisation expenses | *27* | **3,378.30** | 3,541.09 |
| Other expenses | *28* | **9,151.85** | 6,792.41 |
| **Total expenses** | | **27,514.55** | 24,169.32 |
| **Profit before exceptional items and tax** | | **14,676.97** | 10,149.22 |
| Exceptional items (refer note 45) | | **1,162.65** | - |
| **Profit before tax** | | **15,839.62** | 10,149.22 |
| **Tax expense:** | | | |
| Current tax | *30* | **3,987.82** | 2,511.66 |
| Deferred tax | *30* | **1.22** | (106.20) |
| **Total tax expense** | | **3,989.04** | 2,405.46 |
| **Profit for the year** | | **11,850.58** | 7,743.76 |
| **Other comprehensive income** | | | |
| **Items that will not be reclassified to profit or loss** | | | |
| Remeasurements of defined benefit obligation | | **(505.99)** | 19.60 |
| Income tax relating to above item | | **127.35** | (4.93) |
| **Total Other comprehensive (loss)/ income** | | **(378.64)** | 14.67 |
| **Total comprehensive income for the year (net of tax)** | | **11,471.94** | 7,758.43 |
| **Earnings per equity share (face value of ₹ 10 each)** | | | |
| Basic and diluted | *29* | 79.39 | 51.88 |

The accompanying notes form an integral part of the standalone financial statements 2 - 48

As per our report of even date attached

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
Firm's Registration No: 117366W/W-100018

**Joe Pretto**
*Partner*
Membership No: 77491

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

Mumbai
27 July 2023

## Statement of Changes in Equity
*for the year ended 30 June 2023*

**A Equity share capital**

| | Note | Number of shares | (₹ Lakhs) |
|---|---|---|---|
| Balance as at 1 July 2021 | | 14,926,261 | 1,492.69* |
| Changes in equity share capital during 2021-22 | | - | - |
| **Balance as at 30 June 2022** | **16** | **14,926,261** | **1,492.69** |
| Changes in equity share capital during 2022-23 | | - | - |
| **Balance as at 30 June 2023** | **16** | **14,926,261** | **1,492.69** |

* Includes forfeited share capital for which the share certificates were cancelled.

**B Other equity**

(₹ Lakhs)

| Particulars | Attributable to the owners of the Company | | | | |
|---|---|---|---|---|---|
| | Reserves & Surplus | | | | Total |
| | Capital redemption reserve | Securities premium | General reserve | Retained earnings | |
| **Balance at 1 July, 2021** | **95.38** | **3,169.84** | **2,391.52** | **15,800.48** | **21,457.22** |
| Profit for the year | - | - | - | 7,743.76 | 7,743.76 |
| Remeasurement of defined benefit plan (net of tax) | - | - | - | 14.67 | **14.67** |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **7,758.43** | **7,758.43** |
| **<u>Other changes</u>** | | | | | |
| Interim dividend (refer note 43) | - | - | - | (2,537.46) | (2,537.46) |
| Final dividend (refer note 43) | - | - | - | (2,537.46) | (2,537.46) |
| **Balance at 30 June, 2022** | **95.38** | **3,169.84** | **2,391.52** | **18,483.99** | **24,140.73** |
| **Balance at 1 July, 2022** | **95.38** | **3,169.84** | **2,391.52** | **18,483.99** | **24,140.73** |
| Profit for the year | - | - | - | 11,850.58 | 11,850.58 |
| Remeasurement of defined benefit plan (net of tax) | - | - | - | (378.64) | (378.64) |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **11,471.94** | **11,471.94** |
| **<u>Other changes</u>** | | | | | |
| Interim dividend (refer note 43) | - | - | - | (5,224.19) | (5,224.19) |
| Final dividend (refer note 43) | - | - | - | (6,716.82) | (6,716.82) |
| **Balance at 30 June, 2023** | **95.38** | **3,169.84** | **2,391.52** | **18,014.92** | **23,671.66** |

The accompanying notes form an integral part of the standalone financial statements (refer note 2 to 48)

As per our report of even date attached

| | | |
|---|---|---|
| **For DELOITTE HASKINS & SELLS LLP**<br>*Chartered Accountants*<br>Firm's Registration No: 117366W/W-100018 | | **For and on behalf of Board of Directors**<br>**Accelya Solutions India Limited**<br>**CIN: L74140PN1986PLC041033** |
| **Joe Pretto**<br>*Partner*<br>Membership No: 77491 | **Gurudas Shenoy**<br>*Managing Director*<br>DIN: 03573375<br>Mumbai | **Saurav Adhikari**<br>*Independent Director*<br>DIN: 08402010<br>Mumbai |
| | **Uttamkumar Bhati**<br>*Chief Financial Officer*<br>Mumbai | **Ninad Umranikar**<br>*Company Secretary*<br>Membership No: ACS14201 |
| Mumbai<br>27 July 2023 | | Mumbai<br>27 July 2023 |

| **Statement of cash flows** *for the year ended 30 June 2023* | **30 June 2023 ₹ lakhs** | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Cash flows from operating activities** | | |
| **Profit for the year** | **11,850.58** | 7,743.76 |
| **Adjustments for:** | | |
| Depreciation and amortization expenses | **3,378.30** | 3,541.09 |
| Income tax expense | **3,989.04** | 2,405.46 |
| Net (Gain) on sale of property, plant and equipment | **(27.66)** | (15.37) |
| Exceptional income | **(1,162.65)** | - |
| (Reversal) for doubtful debts | **(21.75)** | (197.38) |
| Bad debts written off | **24.24** | 134.75 |
| Income accrued written off | **-** | 190.99 |
| Impairment of right-of-use asset | **-** | 77.60 |
| Deposits written off | **10.47** | - |
| Withholding taxes written off | **97.09** | 277.36 |
| Exchange differences adjustment | **(444.62)** | 1.89 |
| Finance costs | **206.67** | 343.19 |
| Lease modification adjustments | **-** | (129.13) |
| Interest income | **(150.80)** | (112.80) |
| Dividend income | **(391.33)** | (949.54) |
| Operating cash flows before movements in working capital | **17,357.58** | 13,311.87 |
| **Working capital changes:** | | |
| (Increase) in trade receivables | **(977.31)** | (2,500.83) |
| Decrease in financial assets | **79.44** | 409.88 |
| (Increase) in other assets | **(936.93)** | (617.12) |
| (Increase)/ Decrease in unbilled receivables | **(565.07)** | 1,964.33 |
| Increase in trade payables | **618.46** | 280.48 |
| Increase in financial liabilities | **91.40** | 300.66 |
| Increase/ (Decrease) in other liabilities | **268.69** | (47.44) |
| **Cash generated from operations** | **15,936.26** | 13,101.83 |
| Taxes paid (net of refunds) | **(4,209.66)** | (2,440.29) |
| **Net cash from operating activities (A)** | **11,726.60** | 10,661.54 |
| **Cash flows from investing activities** | | |
| Purchase of property, plant and equipment and intangible assets | **(1,957.59)** | (1,756.30) |
| Proceeds from sale of property, plant and equipment | **1,364.35** | 15.37 |
| Interest received on bank deposits | **133.44** | 55.95 |
| Dividend received from subsidiaries | **161.64** | 860.42 |
| Dividend received from mutual funds | **229.69** | 89.12 |
| Purchase of mutual fund | **(22,778.54)** | (17,048.68) |
| Proceeds from redemption of mutual fund | **22,038.63** | 14,509.01 |
| Bank deposits having maturity more than 3 months - placed | **(6,835.89)** | (3,181.84) |
| Bank deposits having maturity more than 3 months - matured | **9,121.84** | - |
| **Net cash generated from/ (used in) investing activities (B)** | **1,477.57** | (6,456.95) |
| **Cash flow from financing activities** | | |
| Dividend paid | **(11,941.01)** | (5,074.92) |
| Repayment of lease liabilities | **(1,095.73)** | (1,003.63) |

| **Statement of cash flows** *(Continued)*<br>*for the year ended 30 June 2023* | **30 June 2023**<br>**₹ lakhs** | 30 June 2022<br>₹ lakhs |
|---|---|---|
| Interest paid | **(206.67)** | (343.19) |
| **Net cash (used in) financing activities (C)** | **(13,243.41)** | (6,421.74) |
| **Net increase/ (decrease) in cash and cash equivalents (A+B+C)** | **(39.24)** | (2,217.15) |
| Cash and cash equivalents at the beginning of the year | **464.09** | 2,622.61 |
| Effect of exchange differences on cash and cash equivalents held in foreign currency | **-** | 58.63 |
| Cash and cash equivalents at the end of the year (refer note 12) | **424.85** | 464.09 |
| **Note to statement of cash flows:** | | |
| **(a) Components of cash and cash equivalents** | | |
| Balance with banks | | |
| in current accounts | **424.82** | 353.66 |
| in EEFC accounts | **0.03** | 110.43 |
| **Total cash and cash equivalents** | **424.85** | 464.09 |

**Reconciliation of liabilities from financing activities for the year ended 30 June 2023** (₹ lakhs)

| Particulars | As at 30 June, 2022 | Impact of Ind AS 116 | Repayment | Fair value changes | As at 30 June 2023 |
|---|---|---|---|---|---|
| Lease liabilities | 2,496.43 | 269.50 | (1,302.40) | - | 1,463.53 |
| **Total liabilities from financing activities** | **2,496.43** | **269.50** | **(1,302.40)** | **-** | **1,463.53** |

**Reconciliation of liabilities from financing activities for the year ended 30 June 2022** (₹ lakhs)

| Particulars | As at 30 June 2021 | Impact of Ind AS 116 | Repayment | Fair value changes | As at 30 June 2022 |
|---|---|---|---|---|---|
| Lease liabilities | 3,885.13 | (41.88) | (1,346.82) | - | 2,496.43 |
| **Total liabilities from financing activities** | **3,885.13** | **(41.88)** | **(1,346.82)** | **-** | **2,496.43** |

The accompanying notes form an integral part of the standalone financial statements (refer note 2 to 48)

As per our report of even date attached

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
Firm's Registration No: 117366W/W-100018

**Joe Pretto**
*Partner*
Membership No: 77491

Mumbai
27 July 2023

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

## Notes to the financial statements

**1. Corporate information**

Accelya Solutions India Limited ("Accelya" or "the Company") is a software solutions provider to the global Airline and Travel industry.

Accelya delivers world-class software products, managed processes, technology, and hosting services. Accelya's industry solutions are driven by active partnerships with industry bodies and customers, and significant domain knowledge. Its customised approach in deploying these solutions supports clients with the best fit solutions to match their requirements. The Company is a public limited company and domiciled in India. The address of the registered office is 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411006. The Board of Directors approved the standalone financial statements for the year ended 30 June 2023 and authorized for issue on 27 July 2023.

**2. Significant accounting policies**

***a) Statement of compliance with Ind AS***

These standalone financial statements ('the financial statements') have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, as amended from time to time.

***b) Basis of preparation***

The financial statements are presented in Indian Rupees (₹) which is also the functional currency of the Company. All amounts are rounded off to the nearest lakhs, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities including defined benefit plans - plan assets measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months. Fair value is the price that would be received to sell an asset or paid to transfer/ settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value and value in use in Ind AS 36.

***c) Use of estimates and judgements***

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities (including contingent liabilities), income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation, uncertainty, and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

## Notes to the financial statements *(Continued)*

(i) Estimation of useful life and residual values of property, plant, and equipment

The useful lives and residual values of Company’s assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. Their lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence.

(ii) Estimation of defined benefit obligation

Cost of defined benefit plan and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include determination of discount rates, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its nature, a defined benefit is highly sensitive to change in these assumptions. All assumptions are reviewed at each Balance Sheet date.

(iii) Impairment of trade receivables

The Company's trade receivables do not contain a significant financing component and the loss allowance on trade receivables is measured at an amount equal to lifetime expected losses i.e., expected cash shortfall.

The impairment losses and reversals are recognised in the Statement of Profit and Loss.

(iv) Provisions and contingent liabilities

A provision is recognized when the Company has a present value obligation because of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(v) Revenue Recognition

Revenue for fixed-price contracts is recognised using the percentage-of completion method. The Company uses judgement to estimate the future efforts-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

(vi) Leases

The Company evaluates if an arrangement qualifies to be a lease based on the requirements of the relevant standard. Computation of the lease liabilities and right-to-use assets requires management to estimate the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and exclude periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the Option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

***d) Property, plant and equipment (PPE)***

Property, plant, and equipment are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation/ amortisation, and impairment loss.

## Notes to the financial statements *(Continued)*

Property, plant, and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress".

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

An asset's carrying amount is written down immediately to its recoverable amount of the assets or CGU, as applicable, if the carrying amount is greater than its estimated recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

Depreciation on PPE has been provided on the straight-line method over the estimated useful life of the respective asset. These lives are in accordance with the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Furniture and Fixtures, and Computer Equipment in which case the life of the assets has been assessed and is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support. Depreciation/ amortization for the year is recognised in the Statement of Profit and Loss. Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

The useful life of the assets considered for depreciation is summarized below:

| | |
|---|---|
| Building | 30 years |
| Plant and machinery and computer equipment | 2 to 6 years |
| Furniture and fixtures, Equipment and other assets | 4 to 6 years |
| Vehicles | 5 years |
| Leasehold improvements | To be amortized over the lesser of the period of lease and the useful life of the asset |

The useful lives and residual values are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

**Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

***e) Other Intangible assets***

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortization and accumulated impairment loss, if any. Amortization is recognised on a straight-line basis over their estimated useful lives.

The estimated useful life of software acquired and internally developed has been taken at 3 and 5 years, respectively.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use.

## Notes to the financial statements *(Continued)*

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

***Product Development cost***

Product development costs are incurred on developing/upgrading the software products to launch new service modules and functionality to provide an enhanced suite of services. These development costs are capitalized and recognised as an intangible asset when the following can be demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- Its intention to complete the asset.
- Its ability and intention to use or sell the asset.
- How the asset will generate future economic benefits.
- The availability of adequate resources to complete the development and to use or sell the asset; and
- The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses, if any. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized on a straight-line basis over the period of expected future benefit i.e., the estimated useful life. Amortization is recognized in the Statement of Profit and Loss.

***f) Impairment of non-financial asset***

Property, plant and equipment and definite life intangible assets are reviewed at each reporting date to determine if there is any indication of impairment. Infinite life intangible assets are mandatorily tested annually or at interim period end for impairment, for which the asset's recoverable amount is estimated. For assets in respect of which any such indication exists, an impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount.

For impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or "CGU") that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater in terms of its value in use and its net selling price. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists or has decreased, the assets or CGU's recoverable amount is estimated. For assets other than goodwill, the impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised. Impairment loss recognised for goodwill is not subsequently reversed.

***g) Revenue recognition***

Revenue is derived primarily from transaction processing, managed processes, technology and hosting services, licensing of software products, related implementation, and maintenance services.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties, and the parties to the contract are committed to fulfilling their respective

## Notes to the financial statements *(Continued)*

obligations. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

- Revenues from transaction processing service i.e., airline ticket and coupon processing charges is recognized on an output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue from time and material contracts is recognised as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognised as unbilled revenue.
- Revenue from sale of user licenses where the customer obtains a 'right to use' the licenses is recognized at the time when license is made available to the customer, except in case of multiple element contracts which require significant implementation services and customization, the entire arrangement is considered to be a significant performance obligation and revenue is recognised using the percentage of completion method as the implementation and customization is performed.

  In the case of significant implementation and customisation services provided to clients, those are analysed on a case-by-case basis to determine if a separate performance obligation exists.
- Revenue from fixed-price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised based on percentage of completion method considering the actual time spent on the contract to the total estimated time to complete the contract.
- Revenue related to fixed price maintenance and support services contracts is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- Revenue related to client training and other services are recognized as the related services are performed.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts and price concessions, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is an excess of revenue earned over billings on contracts where the rights are conditional on something other than passage of time. Contracts are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Deferred revenue ("contract liability") is recognised when there are billings in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change.

## Notes to the financial statements *(Continued)*

In the event the transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers primarily by geographical market and service lines.

Interest income is recognized on a time proportion basis considering the amount outstanding and the rate applicable.

Dividend is recognised in profit or loss only when the right to receive payment is established.

***h) Leases***

**The Company as a lessee**

The Company's lease asset classes primarily consist of leases for buildings.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right -of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right -of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight -line method from the commencement date to the earlier of the end of the useful life of the right-of-use assets or the end of the lease term.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cashflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. Impairment loss, if any, is recognised in the Statement of Profit and Loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment as to whether it will exercise an extension or a termination option. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

## Notes to the financial statements *(Continued)*

The lease liability is subsequently measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in future lease payments arising from a change in Company's assessment of whether it will exercise a purchase, extension or termination option.

Lease liability is further bifurcated into current and non-current portion; and the right-of-use assets have been separately presented in the Balance Sheet and lease payments have been classified as financing activities in the Statement of Cash Flow.

Further the Company has applied the practical expedient pertaining to COVID 19 related rent concessions, wherein the rent concessions are accounted as if it were not a lease modification i.e as a negative variable lease payment.

***i) Foreign currency transactions and balances***

Transactions denominated in foreign currency are recorded at the exchange rates prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss for the year.

Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated into Indian rupees at the closing exchange rates on that date. The resultant exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is measured. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

***j) Financial Instruments:***

***I. Financial Assets:***

**Classification**

On initial recognition the Company classifies financial assets as measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**Initial recognition and measurement**

All financial assets are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**Financial assets at amortised cost**

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

i) the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii) contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium and fees or costs that are an integral part of the EIR.

The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial assets included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

## Notes to the financial statements *(Continued)*

**Equity investments**

All equity investments other than investments in subsidiaries are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

The Company has elected to continue with the carrying value of all its equity investments as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

**Investment in subsidiaries**

Investment in subsidiaries are measured at cost less impairment loss, if any.

**Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its Balance Sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Impairment of financial assets**

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

ii) Trade receivables.

The Company follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

**II. Financial Liabilities**

**Classification**

The Company classifies all financial liabilities as measured at amortised cost, except for financial liabilities measured at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value with changes in fair value being recognised in the Statement of Profit and Loss.

## Notes to the financial statements *(Continued)*

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost (loans and borrowings, and payables).

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings.

**Derecognition**

Financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Derivative financial instruments**

The Company uses derivative financial instruments, such as foreign exchange forward contracts to manage its exposure to foreign exchange risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

***k) Cash and cash equivalent***

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

***l) Fair value measurement***

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

## Notes to the financial statements *(Continued)*

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Company measures assets and long positions at a bid price and liabilities and short positions at an ask price. The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

***m) Employee benefits***

**a. Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee service is recognised as an expense at an undiscounted amount in the Statement of Profit and Loss as the related service is rendered by employees.

**b. Post-employment benefits**

**Defined Contribution Plan**

Contributions to defined contribution schemes such as employee provident fund, employees' state insurance, national pension scheme, labour welfare fund, etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

**Defined Benefit Plan**

The Company's net obligation in respect of gratuity is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the Balance Sheet date. Actuarial gains and losses are recognized in other comprehensive income.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

## Notes to the financial statements *(Continued)*

c. **Compensated absences**

Provision for compensated absences cost has been made based on actuarial valuation by an independent actuary at balance sheet date.

The employees of the Company are entitled to compensated absences. The employees can carry-forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at termination of employment for the unutilized accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date.

***n) Income taxes***

Income-tax expense comprises current tax and deferred tax charge or credit. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

**Current taxes**

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and set off the liability on a net basis or simultaneously.

**Deferred taxes**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to deferred tax assets when they are realised or deferred tax liabilities when they are settled, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

***o) Earnings per share ('EPS')***

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

The number of shares used in computing diluted earnings per share comprises of weighted average number of shares considered for deriving basic earning per share, and also the weighted average number of equity shares which may be issued on conversion of all dilutive potential shares, unless the results would be anti – dilutive.

***p) Provisions and contingent liabilities***

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a

## Notes to the financial statements *(Continued)*

reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

***q) Segment reporting***

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM assesses the financial performance and position of the company and makes strategic decisions. The company operates in one reportable business segment i.e. travel and transportation vertical.

***r) Investments***

Investments in subsidiaries is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

***s) Government grants***

Government grants are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant will be received.

***t) Going concern***

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Company continues to adopt the going concern basis of accounting in preparing the financial statements.

***u) Recent pronouncements***

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, the MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements – The amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023 (1 July 2023 for the Company). The Company has evaluated the amendment and the impact of the amendment is insignificant in the Company’s financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors – The amendment has introduced a definition of ‘accounting estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023 (1 July 2023 for the Company). The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12, Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023 (1 July 2023 for the Company). The Company has evaluated the amendment and there is no impact on its financial statements.

## Notes to the financial statements *(Continued)*

### 3 Property, plant and equipment

(₹ lakhs)

| | Building | Plant and machinery and computer equipment | Furniture and fixtures | Vehicles | Leasehold improvements | Total |
|---|---|---|---|---|---|---|
| **At cost** | | | | | | |
| **Gross carrying amount** | | | | | | |
| As at 1 July 2021 | 632.59 | 6,527.19 | 927.54 | 18.39 | 2,483.00 | 10,588.71 |
| Additions during the year | - | 1,403.72 | 1.28 | - | - | 1,405.00 |
| Deletions/ disposals | - | 300.74 | - | 18.39 | - | 319.13 |
| **As at 30 June 2022** | 632.59 | 7,630.17 | 928.82 | - | 2,483.00 | 11,674.58 |
| Additions during the year | - | 1,207.39 | 3.80 | - | 4.18 | 1,215.37 |
| Deletions/ disposals | 632.59 | 921.77 | 307.51 | - | 326.83 | 2,188.70 |
| **As at 30 June 2023** | **-** | **7,915.79** | **625.11** | **-** | **2,160.35** | **10,701.25** |
| **Accumulated depreciation** | | | | | | |
| As at 1 July 2021 | 472.66 | 5,271.62 | 507.84 | 18.39 | 849.48 | 7,119.99 |
| Charge for the year | 21.09 | 988.69 | 122.14 | - | 593.61 | 1,725.53 |
| Deletions/ disposals | - | 300.74 | - | 18.39 | - | 319.13 |
| **As at 30 June 2022** | 493.75 | 5,959.57 | 629.98 | - | 1,443.09 | 8,526.39 |
| Charge for the year | 10.63 | 969.92 | 111.97 | - | 535.52 | 1,628.04 |
| Deletions/ disposals | 504.38 | 908.02 | 275.44 | - | 326.83 | 2,014.67 |
| **As at 30 June 2023** | **-** | **6,021.47** | **466.51** | **-** | **1,651.78** | **8,139.76** |
| **Net carrying amount** | | | | | | |
| **As at 30 June 2022** | 138.84 | 1,670.60 | 298.84 | - | 1,039.91 | 3,148.19 |
| **As at 30 June 2023** | **-** | **1,894.32** | **158.60** | **-** | **508.57** | **2,561.49** |

### 3.1 Capital work in progress

| | ₹ lakhs |
|---|---|
| **As at 1 July 2021** | 853.37 |
| Additions | 905.37 |
| Assets capitalisation during the year | (1,678.74) |
| **As at 30 June 2022** | 80.00 |
| Additions | 1,555.97 |
| Assets capitalisation during the year | (1,417.35) |
| **As at 30 June 2023** | **218.62** |

## Notes to the financial statements *(Continued)*

**Ageing of capital work-in-progress is as below:** (₹ lakhs)

| Particulars | Amount in capital work-in-progress for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| **As at 30 June, 2023** | | | | | |
| Projects in progress | 218.62 | - | - | - | **218.62** |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | 218.62 | - | - | - | **218.62** |
| **As at 30 June, 2022** | | | | | |
| Projects in progress | 80.00 | - | - | - | **80.00** |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | 80.00 | - | - | - | **80.00** |

*Indicates no cost or time overrun in respect of above*

**4 Other intangible assets** (₹ lakhs)

| | Internally developed software | Acquired software | Total |
|---|---|---|---|
| **At cost** | | | |
| **Gross carrying amount** | | | |
| As at 1 July 2021 | 7,809.17 | 4,014.41 | 11,823.58 |
| Purchase/ Additions from internal development | 308.11 | 46.74 | 354.85 |
| Deletions/ disposals | - | 915.54 | 915.54 |
| **As at 30 June 2022** | 8,117.28 | 3,145.61 | 11,262.89 |
| Purchase/ Additions from internal development | 304.13 | 250.45 | 554.58 |
| Deletions/ disposals | - | 881.19 | 881.19 |
| **As at 30 June 2023** | **8,421.41** | **2,514.87** | **10,936.28** |
| **Accumulated amortisation** | | | |
| As at 1 July 2021 | 5,106.91 | 3,815.62 | 8,922.53 |
| Charge for the year | 825.18 | 133.43 | 958.61 |
| Deletions/ disposals | - | 915.54 | 915.54 |
| **As at 30 June 2022** | 5,932.09 | 3,033.51 | 8,965.60 |
| Charge for the year | 875.91 | 126.27 | 1,002.18 |
| Deletions/ disposals | - | 881.19 | 881.19 |
| **As at 30 June 2023** | **6,808.00** | **2,278.59** | **9,086.59** |
| **Net carrying amount** | | | |
| **As at 30 June 2022** | 2,185.19 | 112.10 | 2,297.29 |
| **As at 30 June 2023** | **1,613.41** | **236.28** | **1,849.69** |

## Notes to the financial statements *(Continued)*

### 4.1 Intangible assets under development

| | ₹ lakhs |
|---|---|
| **As at 1 July 2021** | 16.41 |
| Additions | 406.58 |
| Capitalisation during the year | (308.11) |
| **As at 30 June 2022** | 114.88 |
| Additions | 370.77 |
| Capitalisation during the year | (304.13) |
| **As at 30 June 2023** | **181.52** |

**Ageing of intangible assets under development is as below:** (₹ lakhs)

| Particulars | Amount in intangible assets under development for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| **As at 30 June, 2023** | | | | | |
| Projects in progress | 171.48 | 10.04 | - | - | 181.52 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **171.48** | **10.04** | **-** | **-** | **181.52** |
| **As at 30 June, 2022** | | | | | |
| Projects in progress | 114.88 | - | - | - | 114.88 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **114.88** | **-** | **-** | **-** | **114.88** |

*Indicates no cost or time overrun in respect of above*

**The estimated amortisation for the year subsequent to 30 June 2023 is as follows:**

₹ lakhs

| | Amortisation expenses |
|---|---|
| Year ending 30 June | |
| 2024 | 797.16 |
| 2025 | 559.55 |
| 2026 | 334.81 |
| 2027 | 119.25 |
| 2028 | 38.92 |
| **Total** | **1,849.69** |

## Notes to the financial statements *(Continued)*

### 5 Non-current investments

*Unquoted investments* ₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| ***Investment in equity instruments of subsidiaries and controlled entity (at cost)*** | | |
| 1,300,000 (30 June 2022: 1,300,000) Class A voting common stock of Accelya Solutions Americas Inc. of USD 0.01 each fully paid up | **579.80** | 579.80 |
| 111,000 (30 June 2022: 111,000) shares of Accelya Solutions UK Limited of GBP 0.01 each fully paid up | **4,161.15** | 4,161.15 |
| ***Investment in Trust Corpus*** | | |
| Kale Consultants Limited Employees Welfare Trust | **0.10** | 0.10 |
| ***Investment in Shares of Co-operative Bank carried at fair value through profit or loss*** | | |
| **Saraswat Co-operative Bank Limited (unquoted)** | | |
| 1,000 (30 June 2022: 1,000) equity shares of ₹ 10 each fully paid up | **0.10** | 0.10 |
| | **4,741.15** | 4,741.15 |
| All units are in absolute numbers | | |
| Aggregate carrying amount of unquoted investments | **4,741.15** | 4,741.15 |

### 6 Other non-current financial assets

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Lease deposits - measured at amortised cost *(unsecured, considered good)* | **300.96** | 306.81 |
| Margin money deposits# | **-** | 5.58 |
| Interest accrued on bank deposits | **-** | 0.97 |
| Other deposits | **43.88** | 67.55 |
| | **344.84** | 380.91 |

# Margin money deposits represents deposits with bank for issue of bank guarantees amounting to Nil (30 June 2022: ₹ 5.58 lakhs) which are due to mature after twelve months of the reporting date.

### 7 Income tax assets (net)

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Advance income-tax (net of provision for tax of ₹ 6,744.60 lakhs, 30 June 2022: ₹ 2,875.90 lakhs) | **295.10** | 59.04 |
| | **295.10** | 59.04 |

## Notes to the financial statements *(Continued)*

### 8 Deferred tax assets

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| **Deferred tax assets** | | |
| Provision for compensated absences | **220.36** | 172.72 |
| Allowance for doubtful debts | **2.32** | 7.79 |
| Property, plant and equipment | **502.72** | 315.61 |
| Mark to market loss on derivative instruments | **-** | 57.24 |
| Lease liability (net of right-of-use assets) | **129.48** | 216.31 |
| Others | **205.42** | 122.38 |
| | **1,060.30** | 892.05 |
| **Deferred tax liabilities** | | |
| Mark to market gain on derivative instruments | **(48.81)** | - |
| Others | **-** | (6.69) |
| | **(48.81)** | (6.69) |
| **Total** | **1,011.49** | 885.36 |

**Note:** For movement of deferred tax assets/ (liabilities), refer note 30

### 9 Other non-current assets

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| ***Considered good*** | | |
| Service tax refund receivable | **112.56** | 254.69 |
| Deferred cost | **374.34** | - |
| Goods and Services tax refund receivable | **-** | 355.66 |
| Prepaid expenses | **44.56** | 27.94 |
| ***Considered doubtful*** | | |
| Service tax refund receivable | **15.19** | 50.72 |
| Less: provision | **(15.19)** | (50.72) |
| Goods and Services tax refund receivable | **-** | 138.69 |
| Less: provision | **-** | (138.69) |
| | **531.46** | 638.29 |

## Notes to the financial statements *(Continued)*

### 10 Current investments

**Non-trade, unquoted investments**

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| ***Investments in Mutual Fund carried at fair value through profit or loss*** | | |
| *Liquid funds* | | |
| **HDFC Mutual Fund - Regular Plan - Daily IDCW Reinvest** | | |
| 163,703.917 units of ₹ 1,019.82 (30 June 2022: 156,994.984 units of ₹ 1,019.82) | **1,669.49** | 1,601.07 |
| **ICICI Prudential Mutual Fund - Daily IDCW - Reinvest** | | |
| 1,907,425.140 units of ₹ 100.1482 (30 June 2022: 1,683,171.825 units of ₹ 100.1482) | **1,910.25** | 1,685.67 |
| **Aditya Birla Sun Life Mutual Fund - Daily IDCW - Regular Plan - Reinvest** | | |
| Nil (30 June 2022: 1,532,746.247 units of ₹ 100.1950) | **-** | 1,535.74 |
| **SBI Mutual Fund - Regular Plan - Daily IDCW - Reinvest** | | |
| 173,804.216 units of ₹ 1,140.7391 (30 June 2022: Nil) | **1,982.65** | - |
| **Total** | **5,562.39** | 4,822.48 |
| All units are in absolute numbers | | |
| Aggregate amount of unquoted investments | **5,562.39** | 4,822.48 |

### 11 Trade receivables

*(unsecured)*

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Trade receivables | | |
| a. Considered good | **8,632.32** | 7,697.11 |
| b. Credit impaired | **9.21** | 30.96 |
| Less: Loss allowance (refer note 33) | **(9.21)** | (30.96) |
| **Net trade receivables** | **8,632.32** | 7,697.11 |
| Of the above, trade receivables from related parties are as below: | | |
| Total trade receivables from related parties (refer note 35) | **5,553.31** | 5,255.36 |
| Loss allowance | **-** | - |
| **Net trade receivables** | **5,553.31** | 5,255.36 |

## Notes to the financial statements *(Continued)*

**Ageing of trade receivables excluding loss allowance is as below:** ₹ lakhs

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due for payment | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| **As at 30 June, 2023** | | | | | | | |
| Undisputed, considered good | 7,657.54 | 783.69 | 25.45 | - | - | 165.64 | 8,632.32 |
| Undisputed, significant increase in credit risk | 1.21 | - | - | - | - | - | 1.21 |
| Undisputed, credit impaired | - | - | - | 1.42 | 2.47 | 4.11 | 8.00 |
| Disputed, considered good | - | - | - | - | - | - | - |
| Disputed, significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed, credit impaired | - | - | - | - | - | - | - |
| **Total** | **7,658.75** | **783.69** | **25.45** | **1.42** | **2.47** | **169.75** | **8,641.53** |
| **As at 30 June, 2022** | | | | | | | |
| Undisputed, considered good | 6,952.95 | 548.52 | 16.51 | 5.77 | 172.13 | 1.23 | 7,697.11 |
| Undisputed, significant increase in credit risk | 1.08 | 0.25 | - | - | - | - | 1.33 |
| Undisputed, credit impaired | 0.08 | 0.67 | 3.26 | 2.18 | 3.79 | 8.64 | 18.62 |
| Disputed, considered good | - | - | - | - | - | - | - |
| Disputed, significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed, credit impaired | - | - | - | 11.01 | - | - | 11.01 |
| **Total** | **6,954.11** | **549.44** | **19.77** | **18.96** | **175.92** | **9.87** | **7,728.07** |

**12 Cash and cash equivalents** ₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| **Cash and cash equivalents** | | |
| Balances with banks | | |
| On current accounts | **424.82** | 353.66 |
| In EEFC accounts | **0.03** | 110.43 |
| | **424.85** | 464.09 |

**13 Other balances with banks** ₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Margin money deposits # | **899.50** | - |
| Unclaimed dividend * | **233.77** | 248.07 |
| Bank deposit with maturity more than 3 months but less than 12 months | **-** | 3,180.00 |
| | **1,133.27** | 3,428.07 |

# Margin money deposits consist of deposits with bank for availing credit exposure limit amounting to ₹ 764.00 lakhs (30 June 2022: Nil) and deposits with bank for issue of bank guarantees amounting to ₹ 39.50 lakhs (30 June 2022: Nil)

*The Company can utilize this balance only towards settlement of unclaimed dividend.

## Notes to the financial statements *(Continued)*

### 14 Other current financial assets

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| ***Considered good*** | | |
| Lease deposits - measured at amortised cost | **20.93** | 64.66 |
| Interest accrued on bank deposits | **26.24** | 32.46 |
| Derivative asset - forward contracts | **193.93** | - |
| | **241.10** | 97.12 |

### 15 Other current assets

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| ***Considered good*** | | |
| Goods and Services tax input tax credit recoverable | **971.26** | 566.46 |
| Goods and Services tax refund receivable | **432.61** | 269.60 |
| Contract asset | **1,137.28** | 1,174.62 |
| Advances to suppliers | **18.74** | 243.22 |
| Employee advances | **31.29** | 4.70 |
| Prepaid expenses | **1,330.09** | 613.22 |
| ***Considered doubtful*** | | |
| Goods and Services tax input tax credit recoverable | **34.73** | 27.09 |
| Less: provision | **(34.73)** | (27.09) |
| Goods and Services tax refund receivable | **65.32** | 17.29 |
| Less: provision | **(65.32)** | (17.29) |
| | **3,921.27** | 2,871.82 |

## Notes to the financial statements *(Continued)*

### 16 Equity share capital

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| **Authorised share capital** | | |
| 20,200,000 (30 June 2022: 20,200,000) equity shares of ₹ 10 each | **2,020.00** | 2,020.00 |
| **Issued, subscribed and paid-up share capital** | | |
| 14,926,261 (30 June 2022: 14,926,261) equity shares of ₹ 10 each fully paid up | **1,492.63** | 1,492.63 |
| Forfeited shares * | **0.06** | 0.06 |
| **Total issued, subscribed and paid-up share capital** | **1,492.69** | 1,492.69 |

* Shares forfeited on 23 October 2003

**a. Reconciliation of the shares outstanding at the beginning and at the end of the year**

**Equity shares**

| | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Number of shares | ₹ lakhs | Number of shares | ₹ lakhs |
| At the beginning and end of the year | **14,926,261** | **1,492.63** | **14,926,261** | **1,492.63** |

**b. Rights, preference and restriction attached to equity shares**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting right of an equity shareholder on a poll (not on show of hands) is in proportion to its share of the paid-up equity capital of the Company. Voting right cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

**c. Details of equity shares held by the Holding Company**

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Accelya Holding World S.L.U | | |
| 11,143,295 (30 June 2022: 11,143,295) equity shares of ₹ 10 each fully paid | **1,114.33** | 1,114.33 |

**d. Details of equity shares held by each shareholder holding more than 5% shares**

| | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Number of shares held | % of holding of equity shares | Number of shares held | % of holding of equity shares |
| **Equity shares of ₹ 10 each fully paid** | | | | |
| Accelya Holding World S.L.U | **11,143,295** | **74.66** | 11,143,295 | 74.66 |
| Plutus Wealth Management LLP | **1,000,000** | **6.70** | 700,000 | 4.69 |

**e. Details of equity shares held by Promotors**

| | Shares held by the Promoters | | % changes during the year |
|---|---|---|---|
| Promoter name | No. of shares held | % of total shares | |
| **As at 30 June 2023** | | | |
| Accelya Holding World SLU | 11,143,295 | 74.66 | 0% |
| **As at 30 June 2022** | | | |
| Accelya Holding World SLU | 11,143,295 | 74.66 | 0% |

## Notes to the financial statements *(Continued)*

### 17 Other equity

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| **Reserves and surplus (refer footnote below)** | | |
| Capital redemption reserve | **95.38** | 95.38 |
| Securities premium | **3,169.84** | 3,169.84 |
| General reserve | **2,391.52** | 2,391.52 |
| Retained earnings | **18,014.92** | 18,483.99 |
| | **23,671.66** | 24,140.73 |
| **(i) Capital redemption reserve** | | |
| Balance at beginning of the year and end of the year | **95.38** | 95.38 |
| **(ii) Securities premium** | | |
| Balance at beginning of the year and end of the year | **3,169.84** | 3,169.84 |
| **(iii) General reserve** | | |
| Balance at beginning of the year and end of the year | **2,391.52** | 2,391.52 |
| **(iv) Retained earnings** | | |
| Balance at beginning of the year | **18,483.99** | 15,800.48 |
| Add: Net profit for the year | **11,850.58** | 7,743.76 |
| Items that will not be reclassified to profit or loss: | | |
| - Remeasurements of defined benefit obligation | **(505.99)** | 19.60 |
| - Income tax relating to above item | **127.35** | (4.93) |
| Less: Appropriations | | |
| Dividend on equity shares (refer note 43) | **11,941.01** | 5,074.92 |
| Total appropriations | **11,941.01** | 5,074.92 |
| **Balance at the end of the year** | **18,014.92** | 18,483.99 |
| **Total reserve and surplus** | **23,671.66** | 24,140.73 |

**Footnote:**

**Pursuant to the requirements of Division II to Schedule III of Companies Act, 2013, below is the nature and purpose of the above:**

**(i) Capital redemption reserve**

Capital redemption reserve was created on account of buy-back of equity share capital.

**(ii) Securities premium**

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

**(iii) General reserve**

General reserve represents appropriation of profit by the Company.

**(iv) Retained earnings**

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

## Notes to the financial statements *(Continued)*

### 18 Non-current provisions

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Provision for employee benefits | | |
| - Compensated absences (refer to note 31) | **670.18** | 531.88 |
| | **670.18** | 531.88 |

### 19 Trade payables

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| - Total outstanding dues of micro and small enterprises (refer note 39) | **159.87** | 49.58 |
| - Total outstanding dues of creditors other than micro and small enterprises | **1,690.56** | 1,183.57 |
| | **1,850.43** | 1,233.15 |
| Total trade payables from related parties (refer note 35) | **1,211.00** | 645.62 |

**Ageing of trade payable is as below:** (₹ lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| **As at 30 June, 2023** | | | | | | |
| MSME | 0.37 | 159.50 | - | - | - | 159.87 |
| Others | 988.62 | 701.94 | - | - | - | 1,690.56 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | **988.99** | **861.44** | **-** | **-** | **-** | **1,850.43** |
| **As at 30 June, 2022** | | | | | | |
| MSME | 49.58 | - | - | - | - | 49.58 |
| Others | 1,170.29 | 13.28 | - | - | - | 1,183.57 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | **1,219.87** | **13.28** | **-** | **-** | **-** | **1,233.15** |

## Notes to the financial statements *(Continued)*

### 20 Other current financial liabilities

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Creditors for capital goods | **119.08** | 101.45 |
| Unclaimed dividends (refer footnote below) | **233.77** | 248.07 |
| Provision for salaries and incentives | **1,427.35** | 1,335.95 |
| Derivative liability - forward contracts | **-** | 227.45 |
| | **1,780.20** | 1,912.92 |

During the year, unclaimed dividend of ₹ 47.71 lakhs (30 June 2022: ₹ 41.06 lakhs) was transferred to Investor Education and Protection Fund.

### 21 Current Provisions

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Provision for employee benefits | | |
| - Compensated absences (refer note 31) | **205.38** | 154.39 |
| - Gratuity (refer note 31) | **651.82** | 125.41 |
| | **857.20** | 279.80 |

### 22 Income tax liabilities (net)

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Provision for income tax (net of advance tax ₹ 10,089.99 lakhs, 30 June 2022: ₹ 10,072.19 lakhs) | **712.10** | 600.79 |
| | **712.10** | 600.79 |

### 23 Other current liabilities

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Statutory dues payable | **485.33** | 312.48 |
| Contract liabilities | **474.46** | 580.01 |
| | **959.79** | 892.49 |

## Notes to the financial statements *(Continued)*

### 24 Revenue from operations

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Sale of services | **41,160.10** | 32,717.23 |
| | **41,160.10** | 32,717.23 |

**Disaggregate revenue information**

**Disaggregation of revenue by geography** ₹ lakhs

| Continent | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Asia Pacific | 14,562.41 | 9,560.53 |
| Middle East and Africa | 6,586.67 | 6,350.47 |
| Americas | 11,086.25 | 8,977.44 |
| Europe | 8,924.77 | 7,828.79 |
| **Total** | **41,160.10** | **32,717.23** |

**Disaggregation of revenue by service lines** ₹ lakhs

| Service lines | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Finance Solutions | 33,651.40 | 25,840.75 |
| Industry & Audit Solutions | 5,756.95 | 4,891.62 |
| Commercial Solutions | 1,160.50 | 1,411.58 |
| Cargo Solutions | 591.25 | 573.28 |
| **Total** | **41,160.10** | **32,717.23** |

**Remaining performance obligations**

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognize those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revalidations of the estimates, economic factors (changes in currency rates, tax laws etc). The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 4,940.25 lakhs (30 June 2022: ₹ 2,654.04 lakhs) out of which approx. 60.50% (30 June 2022: approx. 67.90%) is expected to be recognised as revenue in next year and the balance thereafter.

**Contract asset and liabilities**

During the year ended 30 June 2023, the Company recognized revenue of ₹ 296.35 lakhs out of opening gross deferred revenue (Contract liabilities) of ₹ 580.01 lakhs.

During the year ended 30 June 2023, ₹ 1,160.94 lakhs of unbilled revenue (Contract assets) which had an amount of ₹ 1,174.62 lakhs as at 01 July 2022, has been billed on completion of milestones and services.

## Notes to the financial statements *(Continued)*

**Reconciliation of revenue recognised with the contracted price is as follows:** ₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Contracted price | 41,289.30 | 32,717.23 |
| Reductions towards variable consideration components | 129.20 | - |
| **Revenue recognised** | **41,160.10** | **32,717.23** |

The reduction towards variable consideration comprises of volume discounts.

### 25 Other income

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Foreign exchange gain, including gain on forward contracts (net) | **219.22** | 183.34 |
| Dividend from subsidiaries | **161.64** | 860.42 |
| Dividend from mutual funds | **229.69** | 89.12 |
| Lease modification adjustments | **-** | 129.13 |
| Profit on sale of property, plant and equipment, net | **27.66** | 15.37 |
| Interest income on deposit with banks | **126.22** | 83.30 |
| Interest income others | **24.58** | 29.50 |
| Miscellaneous income | **242.41** | 211.13 |
| | **1,031.42** | 1,601.31 |

### 26 Employee benefits expense

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Salaries, wages and bonus | **14,043.09** | 12,983.90 |
| Contribution to provident fund and other funds (refer note 31) | **640.66** | 540.35 |
| Staff welfare expenses | **440.24** | 346.22 |
| Less: Product development cost capitalised | **(346.26)** | (377.84) |
| | **14,777.73** | 13,492.63 |

### 27 Depreciation and amortisation expenses

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Depreciation on property, plant and equipment (refer note 3) | **1,628.04** | 1,725.53 |
| Depreciation on right-of-use assets (refer note 32) | **748.08** | 856.95 |
| Amortisation on other intangible assets (refer note 4) | **1,002.18** | 958.61 |
| | **3,378.30** | 3,541.09 |

## Notes to the financial statements *(Continued)*

### 28 Other expenses

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Advertisement and sales promotion | **1,320.63** | 848.40 |
| Payments to auditors (refer footnote below) | **187.32** | 131.13 |
| Communication and connectivity charges | **507.65** | 435.20 |
| Commission and brokerage | **22.93** | - |
| Director's commission | **6.00** | 8.00 |
| Director's sitting fees | **17.70** | 21.60 |
| Contribution to corporate social responsibility (refer note 40) | **179.14** | 213.00 |
| Insurance | **42.96** | 35.87 |
| Legal and professional fees | **223.21** | 269.94 |
| Management fees | **1,633.13** | 886.31 |
| Power, fuel and water charges | **148.36** | 148.77 |
| (Reversal) for doubtful debts | **(21.75)** | (197.38) |
| Bad debt written off | **24.24** | 134.75 |
| Impairment of right-of-use asset | **-** | 77.60 |
| Rates and taxes (net) | **(67.17)** | 129.23 |
| Withholding taxes written off | **97.09** | 277.36 |
| Income accrued written off | **-** | 190.99 |
| Rent (refer note 32) | **34.29** | 26.95 |
| Repairs and maintenance : | | |
| - Machinery | **509.25** | 416.49 |
| - Others | **189.08** | 197.71 |
| Software and maintenance | **2,230.80** | 1,392.30 |
| Technical consultants charges | **1,342.23** | 972.09 |
| Travelling and conveyance | **292.77** | 53.83 |
| Miscellaneous expenses | **256.51** | 151.01 |
| Less: Product development cost capitalised | **(24.52)** | (28.74) |
| | **9,151.85** | 6,792.41 |
| **Payments to auditors** | | |
| - For audit | **74.82** | 70.25 |
| - For taxation matters# | **90.73** | 55.15 |
| - For other services | **12.94** | 3.03 |
| - For reimbursement of expenses | **8.83** | 2.70 |
| | **187.32** | 131.13 |

# Includes payment towards Tax audit amounting to ₹ 7.98 lakhs (30 June 2022: ₹ 7.5 lakhs)

## Notes to the financial statements *(Continued)*

### 29 Earning per equity share (EPS)

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Profit after tax attributable to equity shareholders (A) | **11,850.58** | 7,743.76 |
| Number of equity shares at the beginning of the year | **14,926,261** | 14,926,261 |
| Number of equity shares outstanding at the end of the year | **14,926,261** | 14,926,261 |
| Weighted average number of equity shares outstanding during the year (B) | **14,926,261** | 14,926,261 |
| **Basic and diluted EPS:** | | |
| Basic earnings per share (A / B) | **79.39** | 51.88 |
| Diluted earnings per share (A / B) | **79.39** | 51.88 |
| Face value per share (₹) | **10.00** | 10.00 |

### 30 Income taxes

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| **A. Amounts recognised in statement of profit or loss** | | |
| **Current tax** | | |
| a) Current tax | **3,987.82** | 2,511.66 |
| **Deferred tax:** | | |
| Attributable to: | | |
| b) Origination and reversal of temporary difference | **1.22** | (106.20) |
| | **3,989.04** | 2,405.46 |

| | | |
|---|---|---|
| **B. Income tax recognised in other comprehensive income** | **127.35** | (4.93) |

**C. Reconciliation of effective tax rate**

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Profit before tax | **15,839.62** | 10,149.22 |
| Tax Rate | **25.168%** | 25.168% |
| Tax using the Company's domestic tax rate | **3,986.52** | 2,554.36 |
| Tax exempt income - income eligible for deduction | **(40.68)** | (216.55) |
| Non-deductible expenses | **45.17** | 58.78 |
| Others | **(1.97)** | 8.87 |
| Effective tax | **3,989.04** | 2,405.46 |
| Current tax | **3,987.82** | 2,511.66 |
| Deferred tax | **1.22** | (106.20) |
| Tax expense reported in the statement of profit and loss | **3,989.04** | 2,405.46 |

## Notes to the financial statements *(Continued)*

### D. Recognised deferred tax assets and liabilities

**Movement in temporary differences:**

(₹ lakhs)

| | Balance as at 1 July 2021 | Recognised in profit or loss during 2021-22 | Recognised in OCI during 2021-22 | Balance as at 30 June 2022 | Recognised in profit or loss during 2022-23 | Recognised in OCI during 2022-23 | Balance as at 30 June 2023 |
|---|---|---|---|---|---|---|---|
| **Deferred tax assets arising on account of:** | | | | | | | |
| Provision for compensated absences | 177.57 | (4.85) | - | 172.72 | **47.64** | **-** | **220.36** |
| Allowance for doubtful debts | 57.47 | (49.68) | - | 7.79 | **(5.47)** | **-** | **2.32** |
| Difference between tax and book value of Property, plant and equipment | 191.57 | 124.04 | - | 315.61 | **187.11** | **-** | **502.72** |
| Mark to market loss on derivative instruments | 13.05 | 44.19 | - | 57.24 | **(57.24)** | **-** | **-** |
| Lease liability (net of right-of-use assets) | 268.21 | (51.90) | - | 216.31 | **(86.83)** | **-** | **129.48** |
| Others | 88.85 | 38.46 | (4.93) | 122.38 | **(44.31)** | **127.35** | **205.42** |
| **Less: Deferred tax liability arising on account of:** | | | | | | | |
| Mark to market gain on derivative instruments | (7.16) | 7.16 | - | - | **(48.81)** | **-** | **(48.81)** |
| Others | (5.47) | (1.22) | - | (6.69) | **6.69** | **-** | **-** |
| **Total** | 784.09 | 106.20 | (4.93) | 885.36 | **(1.22)** | **127.35** | **1,011.49** |

### E. Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom. This is long term capital loss which can only be set-off against future long term capital gain, which cannot be predicted.

(₹ lakhs)

| | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Gross amount | Unrecognised tax effect | Gross amount | Unrecognised tax effect |
| Tax losses (Long term capital loss) | **1,886.39** | **431.61** | 1,886.39 | 431.61 |
| **Total** | **1,886.39** | **431.61** | 1,886.39 | 431.61 |

### F. Tax losses carried forward

Tax losses for which no deferred tax asset was recognised expire as follows:

(₹ lakhs)

| | 30 June 2023 | Expiry date (FY) | 30 June 2022 | Expiry date (FY) |
|---|---|---|---|---|
| Long term capital loss - FY 2015-16 | **1,886.39** | **2023-24** | 1,886.39 | 2023-24 |

### 31 Employee benefits

**Defined contribution plan**

The Company makes contributions in respect of qualifying employees towards Provident Fund and other funds. The Company has no obligations other than to make the specified contributions. The contributions are charged to the

## Notes to the financial statements *(Continued)*

statement of profit and loss as they accrue. The amount recognized as an expense towards contribution to Provident Fund and Other funds for the year aggregated to ₹ 518.30 lakhs (30 June 2022: ₹ 408.51 lakhs).

**Defined benefit plan**

The Company provides for gratuity, a defined benefit plan. The present value of the defined benefit liability, and the related current service cost and past service cost, are measured using the projected unit. The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). LIC administers the plan and determines the contribution required to be paid by the Company. No other retirement benefits are provided to these employees.

**Investment risk**

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

**Interest rate risk**

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

**Demographic risk**

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

**Salary escalation risk**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| **Changes in present value of obligations** | | |
| **a) Liability recognised in the balance sheet** | | |
| i) Present value of obligation | | |
| Opening balance | **1,242.96** | 1,219.35 |
| Current service cost | **129.26** | 123.85 |
| Interest cost | **91.29** | 76.76 |
| Re-measurement (or Actuarial) (gain) / loss arising from: | | |
| - change in demographic assumptions | **-** | - |
| - change in financial assumptions | **454.20** | (75.74) |
| - experience variance (i.e. Actual experiences assumptions) | **53.57** | 58.05 |
| Benefits paid | **(153.07)** | (159.31) |
| Closing balance (i) | **1,818.21** | 1,242.96 |
| ii) Fair value of plan assets | | |
| Opening balance | **1,117.55** | 1,067.12 |
| Investment Income | **82.08** | 67.18 |
| Employer's contributions | **118.05** | 140.65 |
| Return on plan assets | **1.78** | 1.91 |
| Benefits paid | **(153.07)** | (159.31) |
| Closing balance (ii) | **1,166.39** | 1,117.55 |
| **Net liability recognised in the balance sheet (i-ii)** | **651.82** | 125.41 |

## Notes to the financial statements *(Continued)*

**31 Employee benefits *(Continued)*** ₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| **b) Expenses recognised in statement of profit and loss** | | |
| Current service cost | **129.26** | 123.85 |
| Net interest cost/ (income) on the net defined benefit liability/ (asset) | **9.21** | 9.58 |
| Expenses recognised in statement of profit and loss | **138.47** | 133.43 |
| **c) Expenses recognised in other comprehensive income** | | |
| Actuarial (gain)/ loss on obligations | | |
| - change in demographic assumptions | **-** | - |
| - change in financial assumptions | **454.20** | (75.74) |
| - experience variance (i.e. Actual experience vs assumptions) | **53.57** | 58.05 |
| Return on plan assets | **(1.78)** | (1.91) |
| **Total** | **505.99** | (19.60) |
| **d) Break up of Plan assets** | | |
| LIC of India - Insurer Managed Fund | **100.00%** | 100.00% |
| **e) Maturity Profile of Defined Benefit Obligation** | | |
| Expected cash flows over the next 5 years: | | |
| Year 1 | **257.06** | 201.98 |
| Year 2 | **229.09** | 192.11 |
| Year 3 | **198.83** | 180.56 |
| Year 4 | **218.61** | 148.50 |
| Year 5 | **188.52** | 157.70 |
| **f) Principal actuarial assumptions** | | |
| Rate of discounting | **7.23%** | 7.35% |
| Rate of increase in basic salary | **10.00%** | 5.00% |
| Attrition rate | **13.00%** | 13.00% |
| Weighted average duration (based on discounted cashflows) | **7 years** | 5 years |
| Mortality | **Indian Assured Lives Mortality (2012-14) ultimate** | Indian Assured Lives Mortality (2012-14) ultimate |
| Normal retirement age | **58 years** | 58 years |

The Company estimates that the balance amount to be contributed to the gratuity fund during the financial year 2023-24 will be ₹ 844.44 lakhs.

## Notes to the financial statements *(Continued)*

**31 Employee benefits *(Continued)***

**Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, attrition rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

(₹ lakhs)

| Particulars | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 1%) | **1,943.55** | **1,706.44** | 1,314.84 | 1,177.93 |
| Salary Growth Rate (- / + 1%) | **1,714.13** | **1,930.07** | 1,178.10 | 1,312.48 |
| Attrition Rate (- / + 50%) | **1,974.16** | **1,733.66** | 1,167.20 | 1,283.43 |
| Mortality Rate (- / + 10%) | **1,818.58** | **1,817.84** | 1,242.69 | 1,243.22 |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

**Compensated absences**

Compensated absences as at balance sheet date, determined on the basis of actuarial valuation based on the 'Projected unit credit method' is as below:

₹ lakhs

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Current provisions (refer note 21) | **205.38** | 154.39 |
| Non-current provisions (refer note 18) | **670.18** | 531.88 |
| | **875.56** | 686.27 |

The amount charged to the Statement of Profit and Loss is ₹ 292.25 lakhs (30 June 2022: ₹ 59.85 lakhs)

| | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Principal actuarial assumptions** | | |
| Rate of discounting | **7.23%** | 7.35% |
| Rate of increase in salary cost to company | **10.00%** | 10.00% |
| Attrition rate | **13.00%** | 13.00% |
| Weighted average duration (based on discounted cashflows) | **4 years** | 4 years |
| Mortality | **Indian Assured Lives Mortality (2012-14) ultimate** | Indian Assured Lives Mortality (2012-14) ultimate |
| Normal retirement age | **58 years** | 58 years |

## Notes to the financial statements *(Continued)*

**32 Leases**

The Company has entered into non-cancellable leases for office premises. Effective 1 July, 2019 the Company has adopted Ind AS 116.

Following are the changes in the carrying value of right of use assets for the year ended 30 June 2023:

₹ lakhs

| Particulars | Leasehold premises |
|---|---|
| Balance as of 1 July 2021 | 2,819.45 |
| Additions of right-of-use assets | 60.38 |
| Impairment of right-of-use assets | (77.60) |
| Impact of lease modification | (308.30) |
| Amortisation | (856.95) |
| Balance as of 30 June 2022 | 1,636.98 |
| Additions of right-of-use assets | 70.85 |
| Amortisation | (748.08) |
| **Balance as of 30 June 2023** | **959.75** |

The following is the break-up of current and non-current lease liabilities as at 30 June 2023: ₹ lakhs

| Particulars | As at 30 June 2023 | As at 30 June 2022 |
|---|---|---|
| Current lease liabilities | 1,099.82 | 1,083.92 |
| Non-current lease liabilities | 363.71 | 1,412.51 |
| **Total** | **1,463.53** | **2,496.43** |

The weighted average incremental borrowing rate of 10.25% has been applied to lease liabilities recognised in the Balance Sheet at the date of initial application. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

The following is the movement in lease liabilities: ₹ lakhs

| Particulars | As at 30 June 2023 |
|---|---|
| Balance as of 1 July 2021 | 3,885.13 |
| Additions during the year | 52.35 |
| Finance cost accrued during the period | 343.19 |
| Payment of lease liabilities | (1,346.82) |
| Lease waiver | (437.42) |
| Balance as of 1 June 2022 | **2,496.43** |
| Additions during the year | 62.83 |
| Finance cost accrued during the period | 206.67 |
| Payment of lease liabilities | (1,302.40) |
| **Balance as of 30 June 2023** | **1,463.53** |

## Notes to the financial statements *(Continued)*

### 32 Leases *(Continued)*

**Amount recognized in Statement of Profit and Loss** ₹ lakhs

| Particulars | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Interest on lease liabilities | 206.67 | 343.19 |
| Depreciation on right-of-use assets | 748.08 | 856.95 |
| **Total** | **954.75** | **1,200.14** |

Rental expense recorded for short-term leases is ₹ 34.29 lakhs for the year ended 30 June 2023 (30 June 2022: ₹ 26.95 lakhs).

The total cash outflow for leases is ₹ 1,336.69 lakhs for the year ended 30 June 2023, including cash outflow of short-term leases (30 June 2022: ₹ 1,376.63 lakhs).

The Company has lease term extension options that are not reflected in the measurement of lease liabilities. The present value of future cash outflows for such extension periods as at 30 June 2023 is ₹ 4,801.19 lakhs.

The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

### 33 Financial instruments

**Financial instruments – Fair values and risk management**

**A. Accounting classification and fair values**

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

(₹ lakhs)

| 30 June 2023 | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial assets** | | | | | | | | | |
| Investments in Shares of Co-operative Banks | 5 | 0.10 | - | - | 0.10 | - | - | 0.10 | 0.10 |
| Non current lease deposits | 6 | - | - | 300.96 | 300.96 | - | - | - | - |
| Other deposits | 6 | - | - | 43.88 | 43.88 | - | - | - | - |
| Current investments | 10 | 5,562.39 | - | - | 5,562.39 | 5,562.39 | - | - | 5,562.39 |
| Trade receivables | 11 | - | - | 8,632.32 | 8,632.32 | - | - | - | - |
| Unbilled receivables | | - | - | 847.47 | 847.47 | | | | - |
| Cash and cash equivalents | 12 | - | - | 424.85 | 424.85 | - | - | - | - |
| Other bank balances | 13 | - | - | 1,133.27 | 1,133.27 | - | - | - | - |
| Current lease deposits | 14 | - | - | 20.93 | 20.93 | - | - | - | - |
| Derivative financial assets - current | 14 | 193.93 | - | - | 193.93 | - | 193.93 | - | 193.93 |
| Other current financial assets | 14 | - | - | 26.24 | 26.24 | - | - | - | - |
| | | 5,756.42 | - | 11,429.92 | 17,186.34 | 5,562.39 | 193.93 | 0.10 | 5,756.42 |
| **Financial liabilities** | | | | | | | | | |
| Lease liabilities - non current #### | 32 | - | - | 363.71 | 363.71 | - | - | - | - |
| Trade payables | 19 | - | - | 1,850.43 | 1,850.43 | - | - | - | - |
| Lease liabilities - current #### | 32 | - | - | 1,099.82 | 1,099.82 | - | - | - | - |
| Other current financial liabilities | 20 | - | - | 1,780.20 | 1,780.20 | - | - | - | - |
| | | - | - | 5,094.16 | 5,094.16 | - | - | - | - |

**#### Fair value measurement of lease liabilities is not required.**

## Notes to the financial statements *(Continued)*

### Financial Instruments - Fair values and risk management *(Continued)*

### A. Accounting classification and fair values *(Continued)*

(₹ lakhs)

| 30 June 2022 | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial assets** | | | | | | | | | |
| Investments in Shares of Co-operative Bank | 5 | 0.10 | - | - | 0.10 | - | - | 0.10 | 0.10 |
| Non current lease deposit | 6 | - | - | 306.81 | 306.81 | - | - | - | - |
| Other non-current financial assets | 6 | - | - | 6.55 | 6.55 | - | - | - | - |
| Other deposits | 6 | - | - | 67.55 | 67.55 | - | - | - | - |
| Current investments | 10 | 4,822.48 | - | - | 4,822.48 | 4,822.48 | - | - | 4,822.48 |
| Trade receivables | 11 | - | - | 7,697.11 | 7,697.11 | - | - | - | - |
| Unbilled receivables | | - | - | 218.10 | 218.10 | - | - | - | - |
| Cash and cash equivalents | 12 | - | - | 464.09 | 464.09 | - | - | - | - |
| Other bank balances | 13 | - | - | 3,428.07 | 3,428.07 | - | - | - | - |
| Current lease deposits | 14 | - | - | 64.66 | 64.66 | - | - | - | - |
| Other current financial assets | 14 | - | - | 32.46 | 32.46 | - | - | - | - |
| | | 4,822.58 | - | 12,285.40 | 17,107.98 | 4,822.48 | - | 0.10 | 4,822.58 |
| **Financial liabilities** | | | | | | | | | |
| Lease liabilities - non current#### | | - | - | 1,412.51 | 1,412.51 | - | - | - | - |
| Trade payables | 19 | - | - | 1,233.15 | 1,233.15 | - | - | - | - |
| Lease liabilities - current #### | | - | - | 1,083.92 | 1,083.92 | - | - | - | - |
| Derivative financial liabilities - current | 20 | 227.45 | - | - | 227.45 | - | 227.45 | - | 227.45 |
| Other current financial liabilities | 20 | - | - | 1,685.47 | 1,685.47 | - | - | - | - |
| | | 227.45 | - | 5,415.05 | 5,642.50 | - | 227.45 | - | 227.45 |

#### Fair value measurement of lease liabilities is not required.

## Notes to the financial statements *(Continued)*

**Financial Instruments - Fair values and risk management *(Continued)***

**B. Measurement of fair values**

Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This includes listed equity instruments, traded debentures and mutual funds that have quoted price/ declared NAV.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range. The carrying value of financial instruments measured at amortized cost approximates their fair value.

**C. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

**i. Risk management framework**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

**ii. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, unbilled receivables and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date:

(₹ lakhs)

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Investments | **5,562.49** | 4,822.58 |
| Trade receivables | **8,632.32** | 7,697.11 |
| Unbilled receivables | **847.47** | 218.10 |
| Cash and cash equivalents | **424.85** | 464.09 |
| Other bank balances | **1,133.27** | 3,428.07 |
| Other financial assets | **585.94** | 478.03 |
| | **17,186.34** | 17,107.98 |

The Company does not expect any credit risk on the amount recoverable from related parties.

**Trade receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in

## Notes to the financial statements *(Continued)*

### Financial Instruments - Fair values and risk management *(Continued)*

the normal course of business. Financial Assets are written off when there is no reasonable expectation of recovery from the customer.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ lakhs)

| | As at 30 June 2023 | As at 30 June 2022 |
|---|---|---|
| Neither past due nor impaired | **-** | - |
| Past due but not impaired | **7,657.54** | 6,952.95 |
| Past due 1–90 days | **753.94** | 492.87 |
| Past due 91–180 days | **29.75** | 55.65 |
| Past due 181–270 days | **13.01** | 16.51 |
| Past due 271–365 days | **12.44** | - |
| Past due more than 365 days | **165.64** | 179.13 |
| | **8,632.32** | 7,697.11 |

**Expected credit loss assessment:**

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given the critical nature of the services of the Company to its customers, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss as at 30 June, 2023 relates to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

**(₹ lakhs)**

| | As at 30 June 2023 |
|---|---|
| Balance as at 1 July 2021 | **228.34** |
| Impairment loss recognised during the year | **(62.63)** |
| Amounts written off during year | **(134.75)** |
| Balance as at 30 June 2022 | **30.96** |
| Impairment loss recognised during the year | **2.49** |
| Amounts written off during year | **(24.24)** |
| Balance as at 30 June 2023 | **9.21** |

Unbilled receivables are ₹ 847.47 lakhs and ₹ 218.10 lakhs as at 30 June 2023 and 30 June 2022 respectively. The Company’s unbilled receivables generally ranges from 30 – 90 days.

Four customers accounted individually for more than 10% of the accounts receivable for the year ended 30 June 2023 (30 June 2022: Three customers accounted for more than 10% of accounts receivable). Three customers accounted individually for more than 10% of the unbilled receivable and contract asset for the year ended 30 June 2023 (30 June 2022: Three customers accounted for more than 10% of unbilled receivable and contract asset).

## Notes to the financial statements *(Continued)*

**Financial Instruments - Fair values and risk management *(Continued)***

**Cash and cash equivalents and mutual funds**

The Company held cash and cash equivalents and mutual funds with credit worthy banks and financial institutions of ₹ 5,987.24 lakhs as at 30 June 2023 (30 June 2022: ₹ 5,286.57 lakhs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

**iii. Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

* all non derivative financial liabilities
* Derivative financial instruments for which the contractual maturities are essential for understanding the timing of the cash flows.

**(₹ lakhs)**

| | **Contractual cash flows** | | | | |
|---|---|---|---|---|---|
| | **1 year or less** | **1-2 years** | **2-5 years** | **More than 5 years** | **Total** |
| **As at 30 June 2023** | | | | | |
| **Non-derivative financial liabilities** | | | | | |
| Trade and other payables | **1,850.43** | **-** | **-** | **-** | **1,850.43** |
| Lease liability - non current | **-** | **363.44** | **35.67** | **-** | **399.11** |
| Lease liability - current | **1,198.02** | **-** | **-** | **-** | **1,198.02** |
| Other current financial liabilities | **1,780.20** | **-** | **-** | **-** | **1,780.20** |
| **As at 30 June 2022** | | | | | |
| **Non-derivative financial liabilities** | | | | | |
| Trade and other payables | 1,233.15 | - | - | - | 1,233.15 |
| Lease liability - non current | - | 1,517.45 | 8.34 | - | 1,525.79 |
| Lease liability - current | 1,286.39 | - | - | - | 1,286.39 |
| Other current financial liabilities | 1,685.47 | - | - | - | 1,685.47 |
| **Derivative financial liabilities** | | | | | |
| **Forward exchange contracts (gross settled)** | | | | | |
| - Outflow | (11,998.33) | - | - | - | (11,998.33) |
| - Inflow | 11,770.88 | - | - | - | 11,770.88 |

## Notes to the financial statements *(Continued)*

**Financial Instruments - Fair values and risk management** ***(Continued)***

### iv. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

**Currency risk**

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account and equity, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD, SGD, GBP and Euro against the respective functional currencies of the Company and its subsidiaries.

The Company, as per its risk management policy, uses forward contract derivative instruments primarily to hedge foreign exchange. The Company does not use derivative financial instruments for trading or speculative purposes.

**Exposure to currency risk**

The summary quantitative data about the Company's exposure to currency risk is as follows:

(₹ lakhs)

| | EURO | GBP | USD | SGD |
|---|---|---|---|---|
| **As at 30 June 2023** | | | | |
| Trade receivables | **158.22** | **239.96** | **6,992.12** | **140.47** |
| Unbilled receivables and Contract asset | **71.32** | **-** | **897.54** | **114.62** |
| EEFC accounts | **0.01** | **0.01** | **0.01** | **-** |
| Trade payables | **(1.13)** | **(0.86)** | **(1,204.92)** | **-** |
| **Net statement of financial position exposure** | **228.42** | **239.11** | **6,684.75** | **255.09** |
| Forward exchange contracts | **-** | **-** | **7,133.82** | **-** |
| **Net exposure** | **228.42** | **239.11** | **(449.07)** | **255.09** |
| **As at 30 June 2022** | | | | |
| Trade receivables | 54.60 | - | 6,609.18 | 86.53 |
| Unbilled receivables and Contract asset | 18.05 | - | 1,036.19 | 91.86 |
| EEFC accounts | - | 0.65 | 109.78 | - |
| Trade payables | (4.88) | (0.81) | (665.36) | - |
| **Net statement of financial position exposure** | 67.77 | (0.16) | 7,089.79 | 178.39 |
| Forward exchange contracts | - | - | 6,567.92 | - |
| **Net exposure** | 67.77 | (0.16) | 521.87 | 178.39 |

**Sensitivity analysis**

A 10% strengthening/ weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

## Notes to the financial statements *(Continued)*

**Financial Instruments - Fair values and risk management *(Continued)***

(₹ lakhs)

| Currency | 30 June 2023 Profit or loss | | 30 June 2022 Profit or loss | |
|---|---|---|---|---|
| | Strengthening | Weakening | Strengthening | Weakening |
| GBP | **23.91** | **(23.91)** | (0.02) | 0.02 |
| USD | **(44.91)** | **44.91** | 52.19 | (52.19) |
| SGD | **25.51** | **(25.51)** | 17.84 | (17.84) |
| EUR | **22.84** | **(22.84)** | 6.78 | (6.78) |

(Note: The impact is indicated on the profit/ loss before tax basis)

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company has no borrowings from banks and financial institutions. The Company has margin money deposit with bank at fixed interest rate. Any movement in the market interest rate is not expected to significantly impact the fair value of deposits.

**Capital Management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has adequate cash and bank balances and has no debt. The Company monitors its capital by a careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

### 34 Segmental reporting

Based on the "management approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance as a single business segment namely travel and transportation vertical. The Company's CODM is Managing Director.

In accordance with paragraph 4 of Ind AS 108 “Operating Segments”, issued by the Central Government, the Company has presented segment information only on the basis of the consolidated financial statements (refer note 34 of consolidated financial statements).

### 35 Related party transactions

**(A) Related parties disclosures**

| Related parties | Name | Holdings in % |
|---|---|---|
| Ultimate controlling entity | Vista Equity Partners Perennial, L.P. | |
| | Vista Equity Partners Perennial A, L.P. | |
| | Vista Equity Partners Perennial Equity, L.P. | |
| | Vista Co-Invest 2018-2, L.P. | |
| Ultimate holding company | Accelya Group Topco Limited | |
| Intermediate Holding Company | Accelya Group Holdco Limited | |
| | Accelya Group Midco 1 Limited | |
| | Accelya Group Midco 2 Limited | |
| | Aurora Lux Finco S.a.r.l. | |
| | Accelya Group Bidco Limited | |
| | Accelya Global Limited *(formerly known as Accelya Topco Limited)* | |
| | Accelya Holdco Limited | |

## Notes to the financial statements *(Continued)*

### 35 Related party transactions *(Continued)*

#### (A) Related parties disclosures

| **Related parties where control exists** | **Name** | **Holdings in %** |
|---|---|---|
| | Accelya Finco Limited | |
| | Accelya Midco Limited | |
| | Accelya Bidco Limited | |
| Holding company | Accelya Holding World S.L.U. | |
| Fellow subsidiaries | Accelya World S.L.U. | |
| | Accelya UK Limited | |
| | Accelya France SAS | |
| | *Accelya US Inc. (merged with Farelogix Inc. w.e.f. 30 June 2022)* | |
| | *Farelogix Inc. (name changed to Accelya US Inc. w.e.f. 30 June 2022)* | |
| | Accelya Middle East FZE | |
| | Accelya Services India Private Limited | |
| Subsidiaries | Accelya Solutions Americas Inc. | 100% |
| | Accelya Solutions UK Limited | 100% |
| Key management personnel | James Davidson - Chairman and Non-executive Non-Independent Director | |
| | Shrimanikandan Ananthavaidhyanathan - Managing Director *(appointed w.e.f. 01 July 2021 and resigned w.e.f. 31 May 2022)* | |
| | Gurudas Shenoy - Managing Director (appointed w.e.f. 01 July 2022) | |
| | Uttamkumar Bhati - Chief Financial Officer | |
| | *Ninad Umranikar - Company Secretary* | |
| | *Sekhar Natarajan - Independent Director (retired w.e.f. 6 July 2021)* | |
| | Nani Javeri - Independent Director (retired w.e.f. 7 July 2023) | |
| | Sangeeta Singh - Independent Director | |
| | *Jose Maria Hurtado - Non-executive Non-Independent Director* | |
| | *Amol Gupte - Independent Director (appointed w.e.f. 20 May 2021 and resigned w.e.f. 25 May 2022)* | |
| | *Saurav Adhikari - Independent Director (appointed w.e.f. 02 August 2022)* | |
| | *Meena Jagtiani - Independent Director (appointed w.e.f. 27 June 2023)* | |
| Other related parties | *Accelya Solutions India Limited Employees Welfare Trust (formerly known as Kale Consultants Limited Employees Welfare Trust)* | Controlled Trust |

## Notes to the financial statements *(Continued)*

### 35 Related party transactions *(Continued)*

### (B) Transactions with related parties

(₹ lakhs)

| Nature of transactions | Year ended | Intermediate holding | Holding | Fellow subsidiaries | Subsidiaries | Key management personnel | Other related party | Total |
|---|---|---|---|---|---|---|---|---|
| Services rendered by the Company | 30 June 2023 | **482.19** | - | **11,515.07** | **9,791.61** | - | - | **21,788.87** |
| | 30 June 2022 | 1,071.11 | - | 10,275.92 | 8,157.28 | - | - | 19,504.31 |
| Services received by the Company | 30 June 2023 | **2,669.73** | - | **1,493.39** | - | - | - | **4,163.12** |
| | 30 June 2022 | 1,360.32 | - | 841.46 | - | - | - | 2,201.78 |
| Claims raised for expenses | 30 June 2023 | **188.45** | - | **2,026.72** | **13.56** | - | **0.01** | **2,228.74** |
| | 30 June 2022 | 155.07 | - | 2,196.34 | - | - | 0.31 | 2,351.72 |
| Claims received for expenses | 30 June 2023 | **218.31** | - | **111.18** | - | - | - | **329.49** |
| | 30 June 2022 | 102.88 | - | - | - | - | - | 102.88 |
| Remuneration | 30 June 2023 | - | - | - | - | **332.00** | - | **332.00** |
| | 30 June 2022 | - | - | - | - | 431.68 | - | 431.68 |
| Sitting fees | 30 June 2023 | - | - | - | - | **17.70** | - | **17.70** |
| | 30 June 2022 | - | - | - | - | 21.60 | - | 21.60 |
| Commission | 30 June 2023 | - | - | - | - | **6.00** | - | **6.00** |
| | 30 June 2022 | - | - | - | - | 8.00 | - | 8.00 |
| Dividend received | 30 June 2023 | - | - | - | **161.64** | - | - | **161.64** |
| | 30 June 2022 | - | - | - | 860.40 | - | - | 860.40 |
| Dividend paid | 30 June 2023 | - | **8,914.64** | - | - | **0.12** | - | **8,914.76** |
| | 30 June 2022 | - | 3,788.72 | - | - | -* | - | 3,788.72 |

* less than ₹ 500

**Balances outstanding :**

(₹ lakhs)

| Nature of transactions | As at: | Intermediate holding | Holding | Fellow subsidiaries | Subsidiaries | Key management personnel | Other related party | Total |
|---|---|---|---|---|---|---|---|---|
| Payable | 30 June 2023 | **776.84** | - | **434.16** | - | - | - | **1,211.00** |
| | 30 June 2022 | 347.36 | - | 298.26 | - | - | - | 645.62 |
| Trade receivables | 30 June 2023 | **146.74** | - | **3,003.67** | **2,402.90** | - | - | **5,553.31** |
| | 30 June 2022 | 322.01 | - | 2,775.60 | 2,157.75 | - | - | 5,255.36 |
| Unbilled receivables | 30 June 2023 | - | - | **530.87** | **0.47** | - | - | **531.34** |
| | 30 June 2022 | 7.84 | - | 72.94 | 43.27 | - | - | 124.05 |
| Investment in subsidiaries | 30 June 2023 | - | - | - | **4,740.95** | - | - | **4,740.95** |
| | 30 June 2022 | - | - | - | 4,740.95 | - | - | 4,740.95 |

## Notes to the financial statements *(Continued)*

**35 Related party transactions *(Continued)***

**(C) Of the above items, details of related party transactions are as under:**

₹ lakhs

| Nature of transaction | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Services rendered by the Company** | | |
| Accelya Solutions Americas Inc. | **8,839.63** | 7,185.31 |
| Accelya Solutions UK Limited | **951.98** | 971.96 |
| Accelya World S.L.U. | **4,781.79** | 3,821.00 |
| Accelya France SAS | **524.58** | 383.36 |
| Accelya UK Ltd | **1,342.50** | 951.71 |
| Accelya Middle East FZE | **4,229.35** | 4,622.25 |
| Accelya Services India Private Limited | **196.78** | 102.40 |
| Accelya US Inc. | **440.07** | 194.58 |
| Farelogix Inc. | **-** | 200.62 |
| Accelya Global Limited | **482.19** | 1,071.12 |
| **Services received by the Company** | | |
| Accelya World S.L.U. | **500.34** | 155.24 |
| Accelya UK Ltd | **141.26** | 206.73 |
| Accelya Middle East FZE | **180.52** | 163.03 |
| Accelya Services India Private Limited | **91.36** | - |
| Accelya US Inc. | **579.91** | 316.46 |
| Accelya Global Limited | **2,669.73** | 1,360.32 |
| **Claims raised for expenses** | | |
| Accelya Solutions Americas Inc. | **11.46** | - |
| Accelya Solutions UK Limited | **2.10** | - |
| Accelya World S.L.U. | **459.89** | 626.80 |
| Accelya France SAS | **(0.05)** | 0.68 |
| Accelya UK Ltd | **10.50** | 1.16 |
| Accelya Middle East FZE | **1,076.07** | 1,132.18 |
| Accelya Services India Private Limited | **476.94** | 425.45 |
| Accelya US Inc. | **3.37** | - |
| Farelogix Inc. | **-** | 10.06 |
| Accelya Global Limited | **188.45** | 155.08 |
| Accelya Solutions India Limited Employees Welfare Trust | **0.01** | 0.31 |
| **Claims received for expenses** | | |
| Accelya Services India Private Limited | **111.18** | - |
| Accelya Global Limited | **218.31** | 102.88 |

## Notes to the financial statements *(Continued)*

### 35 Related party transactions *(Continued)*

| Nature of transaction | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Dividend received** | | |
| Accelya Solutions Americas Inc. | - | 759.45 |
| Accelya Solutions UK Limited | **161.64** | 100.95 |
| **Dividend paid** | | |
| Accelya Holding World S.L.U. | **8,914.64** | 3,788.72 |
| Gurudas Shenoy | **0.12** | - |
| Ninad Umranikar * | - | - |
| Uttamkumar Bhati * | - | - |
| **Remuneration** | | |
| Shrimanikandan Ananthavaidhyanathan | - | 295.57 |
| Gurudas Shenoy | **177.22** | - |
| Ninad Umranikar | **54.28** | 46.42 |
| Uttamkumar Bhati | **100.50** | 89.69 |
| **Sitting fees** | | |
| Nani Javeri | **5.70** | 8.10 |
| Sangeeta Singh | **7.20** | 8.10 |
| Amol Gupte | - | 5.40 |
| Saurav Adhikari | **4.80** | - |
| **Commission#** | | |
| Sekhar Natarajan | - | 1.00 |
| Nani Javeri | **2.00** | 3.00 |
| Sangeeta Singh | **2.00** | 3.00 |
| Amol Gupte | - | 1.00 |
| Saurav Adhikari | **2.00** | - |

* less than ₹ 500

# During the financial year 2020-21, the Board approved the commission of ₹ 2 lakhs to each Director. Accordingly, differential of ₹ 1 lakh paid to each Director during previous year.

## Notes to the financial statements *(Continued)*

**35 Related party transactions *(Continued)***

**(C) Of the above items, details of related party transactions are as under: *(Continued)***

**(₹ lakhs)**

| Balances outstanding | As at 30 June 2023 | As at 30 June 2022 |
|---|---|---|
| **Payable** | | |
| Accelya World S.L.U. | **90.23** | 65.59 |
| Accelya UK Ltd | **30.90** | 47.71 |
| Accelya Middle East FZE | **46.91** | 38.12 |
| Accelya Services India Private Limited | **20.95** | - |
| Accelya US Inc. | **245.17** | 146.84 |
| Accelya Global Limited | **776.84** | 347.36 |
| **Trade receivables** | | |
| Accelya Solutions Americas Inc. | **2,161.30** | 1,907.88 |
| Accelya Solutions UK Limited | **241.61** | 249.88 |
| Accelya World S.L.U. | **1,382.80** | 898.12 |
| Accelya UK Ltd | **332.52** | 233.54 |
| Accelya France SAS | **109.52** | 124.65 |
| Accelya Middle East FZE | **1,033.02** | 1,235.22 |
| Accelya Services India Private Limited | **55.06** | 203.40 |
| Accelya US Inc. | **-** | 45.07 |
| Farelogix Inc. | **90.74** | 35.59 |
| Accelya Global Limited | **146.74** | 322.01 |
| **Unbilled receivables** | | |
| Accelya Solutions Americas Inc. | **0.47** | 43.27 |
| Accelya World S.L.U. | **99.54** | 15.05 |
| Accelya UK Ltd | **-** | (0.15) |
| Accelya France SAS | **-** | 0.05 |
| Accelya Middle East FZE | **394.99** | 52.79 |
| Accelya Services India Private Limited | **42.63** | 5.23 |
| Accelya US Inc. | **-** | (0.01) |
| Farelogix Inc. | **(6.29)** | (0.02) |
| Accelya Global Limited | **-** | 7.84 |
| **Investment in subsidiaries** | | |
| Accelya Solutions Americas Inc. | **579.80** | 579.80 |
| Accelya Solutions UK Limited | **4,161.15** | 4,161.15 |

## Notes to the financial statements *(Continued)*

**35 Related party transactions *(Continued)***

**Key management personnel**

**(₹ lakhs)**

| | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Managerial remuneration (refer footnote 1 and 2 below)** | | |
| Short-term employment benefits | **318.42** | 421.71 |
| Post-employment benefits | **13.58** | 9.97 |
| **Total compensation** | **332.00** | 431.68 |

**Footnote:**

1) The above figures do not include provisions for encashable leave as separate actuarial valuations are not available.

2) Payable to Managing Director, Chief Financial Officer and Company Secretary.

The Company's management is of the opinion that its international transactions with related parties are at arms length and that the Company is in compliance with the transfer pricing legislation. Based on the above, the Company's management believes that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of the provision for tax.

**Ultimate parent company and parent company of larger group**

The Company is a subsidiary undertaking of Accelya Group Topco Limited which is the ultimate parent company incorporated in Jersey.

The ultimate controlling party as at 30 June 2023 are various private equity funds within the portfolio of Vista Equity Partners Perennial:

Vista Equity Partners Perennial, L.P., Vista Equity Partners Perennial A, L.P. and Vista Equity Partners Perennial Equity, L.P. , incorporated in Cayman Islands and Vista Co-Invest 2018-2 L.P. incorporated in the United States.

The largest group in which the results of the company are consolidated is that headed by Accelya Group Topco Limited. The consolidated financial statements are available to the public and may be obtained from Accelya Group Topco Limited.

The smallest group in which they are considered is that headed by Accelya Holding World S.L.U.

**36 Capital and other commitments**

**(₹ lakhs)**

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account, to the extent not provided (net of advances) | **72.97** | 94.40 |

**37 Contingent liabilities**

**(₹ lakhs)**

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Contingent liability on account of rejection of refund of cenvat credit by Service Tax Department for which appeals have been filed (net of provision) | **112.55** | 247.39 |
| Contingent liability on account of service tax demand and penalty by Service Tax authorities towards certain transactions were chargeable to tax under Reverse Charge Mechanism pertaining to period April 2011 to March 2015. The Company has filed an appeal against the same with CESTAT. | **591.22** | 591.22 |

## Notes to the financial statements *(Continued)*

The Company has reviewed all its pending litigation and proceedings and has adequately provided where provision is required. The Company has disclosed contingent liabilities wherever applicable. The resolution of these legal proceedings is not likely to have a material and adverse effect on the results of operations or the financial position of the Company.

### 38 Net dividend remitted in foreign exchange

| Year to which the dividend relates | 2022-23 (Interim dividend) | 2021-22 (Interim dividend) |
|---|---|---|
| Numbers of non-resident shareholders | **12** | 12 |
| Numbers of equity shares held on which dividend was due | **11,156,636** | 11,156,636 |
| Amount remitted, net off taxes (₹ lakhs) | **3,317.91** | 1,611.55 |
| **Year to which the dividend relates** | **2021-22 (Final dividend)** | **2020-21 (Final dividend)** |
| Numbers of non-resident shareholders | **12** | 12 |
| Numbers of equity shares held on which dividend was due | **11,156,636** | 11,156,636 |
| Amount remitted, net off taxes (₹ lakhs) | **4,265.88** | 1,611.55 |

### 39 Disclosure under Micro Small and Medium Enterprises Development (MSMED) Act, 2006

Based on information and records available, the Company has following dues to micro and small enterprises during the years ended 30 June 2023 and 30 June 2022 and as at 30 June 2023 and 30 June 2022. This has been relied upon by the auditors.

(₹ lakhs)

| Particulars | As at 30 June 2023 | As at 30 June 2022 |
|---|---|---|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | | |
| Principal | **157.63** | 49.58 |
| Interest | **-** | - |
| The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year; | **-** | - |
| The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006 | **2.24** | - |
| The amount of interest accrued and remaining unpaid at the end of accounting year; and | **2.24** | - |
| The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006. | **-** | - |

## Notes to the financial statements *(Continued)*

**40 Corporate Social Responsibility**

As per the Companies Act, 2013, all companies having net worth of ₹ 500 crores or more, or turnover of ₹ 1,000 crores or more or a net profit of ₹ 5 crores or more during any financial year will be required to constitute a Corporate Social Responsibility ("CSR") committee of the Board of Directors comprising three or more directors, at least one of whom shall be an independent director. The Company has constituted a committee comprising Mr. James Davidson, Mr. Nani Javeri * and Ms. Sangeeta Singh as its members. The committee is responsible for formulating and monitoring the CSR policy of the Company.

* Mr. Nani Javeri retired as an Independent Director on 7 July 2023. Ms. Meena Jagtiani, Independent Director, has replaced Mr. Nani Javeri as member of the CSR committee.

The Company has implemented CSR activities through following organizations:

- Catalysts for Social Action ("CSA"), a not-for-profit organization dedicated to the cause of child welfare and rehabilitation for children living in orphanages.
- Seva Sadan Society, a Not-for-profit organization dedicated to provide care, education and vocational training to empower underprivileged girls and women to be self sufficient (upto 30 June 2022).
- Sri Sathya Sai Health & Education Trust ("Sri Sathya Sai"), a not-for-profit organisation dedicated to provide children with congenital heart diseases with free of cost treatment.

The funds were donated to CSA and Sri Sathya Sai and utilized during the year on activities which are specified in Schedule VII of the Companies Act, 2013:

a) Gross amount required to be spent by the Company during the year is ₹ 179.14 lakhs.

b) The Company's contribution to CSA, Seva Sadan Society and Sri Sathya Sai Health & Education Trust towards CSR during the year was:

i) CSA: ₹ 152.27 lakhs (30 June 2022: ₹ 181.05 lakhs)

ii) Seva Sadan Society: Nil (30 June 2022: ₹ 31.95 lakhs)

iii) Sri Sathya Sai: ₹ 26.87 lakhs (30 June 2022: ₹ Nil)

**Details of ongoing CSR projects under Section 135(6) of the Act** (₹ lakhs)

| Balance as at 1 July 2022 | | Amount required to be spent during the year | Amount spent during the year | | Balance as at 30 June 2023 | |
|---|---|---|---|---|---|---|
| With the Company | In separate CSR unspent account | | From the Company's bank account | From separate CSR unspent account | With the Company | In separate CSR unspent account |
| - | - | - | - | - | - | - |

| Balance as at 1 July 2021 | | Amount required to be spent during the year | Amount spent during the year | | Balance as at 30 June 2022 | |
|---|---|---|---|---|---|---|
| With the Company | In separate CSR unspent account | | From the Company's bank account | From separate CSR unspent account | With the Company | In separate CSR unspent account |
| - | 13.14 | 13.14 | - | 13.14 | - | - |

**Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects** (₹ lakhs)

| Balance unspent as at 1 July 2022 | Amount deposited in Specified Fund of Schedule VII of the Act within 6 months | Amount required to be spent during the year | Amount spent during the year | Balance unspent as at 30 June 2023 |
|---|---|---|---|---|
| - | - | 179.14 | 179.14 | - |

| Balance unspent as at 1 July 2021 | Amount deposited in Specified Fund of Schedule VII of the Act within 6 months | Amount required to be spent during the year | Amount spent during the year | Balance unspent as at 30 June 2022 |
|---|---|---|---|---|
| 69.80 | - | 213.00 | 213.00 | - |

## Notes to the financial statements *(Continued)*

**Details of excess CSR expenditure under Section 135(5) of the Act** (₹ lakhs)

| Balance excess spent as at 1 July 2022 | Amount required to be spent during the year | Amount spent during the year | Balance excess spent as at 30 June 2023 |
|---|---|---|---|
| - | 179.14 | 179.14 | - |
| **Balance excess spent as at 1 July 2021** | **Amount required to be spent during the year** | **Amount spent during the year** | **Balance excess spent as at 30 June 2022** |
| - | 213.00 | 213.00 | - |

**41 Ratios**

**The ratios for the year ended 30 June, 2023 and 30 June, 2022 are as follows:**

| Particulars | Numerator | Denominator | As at 30 June 2023 | As at 30 June 2022 | Variance |
|---|---|---|---|---|---|
| Current ratio (times) | Total current assets | Total current liabilities | 2.86 | 3.26 | -12% |
| Debt-equity ratio (times) | Total gross debt (Non-current borrowings + Lease liabilities) | Shareholder's equity | 0.06 | 0.10 | -40% # |
| Debt service coverage ratio (times) | Earnings available for debt service (Profit after tax + Finance cost + Depreciation and amortisation + Other non cash expenditures) | Debt service (Interest and Lease Payments + Principal Repayments) | 11.85 | 8.63 | 37% $ |
| Return on equity ratio (ROE) (%) | Net profits after taxes | Average shareholder's equity | 47% | 32% | 46% $ |
| Inventory turnover ratio (times) | Total revenue from operations | Average inventory | Not applicable | | |
| Trade receivables turnover ratio (times) | Total revenue from operations | Average trade receivable | 5.04 | 5.11 | -1% |
| Trade payables turnover ratio (times) | Purchases of services and other expenses (Total employee benefit expenses + Total Other expenses) | Average trade payables | 15.52 | 18.55 | -16% |
| Net capital turnover ratio (times) | Total revenue from operations | Working capital (Current assets - Current liabilities) | 3.05 | 2.41 | 27% $ |
| Net profit ratio (%) | Profit after tax | Total revenue from operations | 29% | 24% | 22% $ |
| Return on capital employed (ROCE) (%) | Earning before interest and taxes (Profit before taxes + Finance cost) | Capital employed = Total equity + Lease liabilities | 60% | 37% | 62% $ |
| Return on investment (ROI) (%) | Income generated from investments | Time weighted average investments | 4% | 10% | -53% * |

# Improved due to increase in equity (on account of profits earned) and decrease in lease liabilities (impact of lease modification)

## Notes to the financial statements *(Continued)*

$ Improved due to increase in revenue and profit (on account of better operational performance)

* Decrease due to less investment and income generated from investments

**42 Long term contracts**

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/ accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of account.

**43 Dividend distribution**

Dividends paid during the year ended 30 June, 2023 include an amount of ₹ 35 per equity share towards interim dividends for the year ending 30 June, 2023 and an amount of ₹ 45 per equity share towards final dividends for the year ending 30 June, 2022. Dividends paid during the year ended 30 June, 2022 include an amount of ₹ 17 per equity share towards interim dividend for the year ended 30 June, 2022 and an amount of ₹ 17 per equity share towards final dividends for the year ending 30 June, 2021.

Dividends declared by the Company are based on profits available for distribution.

**44 Code on social security**

The Parliament has approved Code on Social Security, 2020 (“Code”) relating to various employee benefits including post-employment benefits. While the Code has received the President’s assent and also been published, the effective date is yet to be notified and the rules to be prescribed. The impact on the financial statements shall be assessed and recorded once the Code becomes effective and relevant rules thereunder are prescribed.

**45 Exceptional items**

The Exceptional items consist of profit on sale of Property, Plant & Equipment (1st floor of Building ‘Sharada Arcade’) at Pune.

**46 Additional regulatory information**

**i) Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**ii) Wilful Defaulter**

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority during the current or previous year.

**iii) Details of Benami Property held**

During the current or previous year, no proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**iv) Loans and advances**

During the current or previous year, the Company has not granted loans to its promoters, directors, KMPs and the other related parties (as defined under the Companies Act, 2013) which are repayable on demand or without specifying any terms or period of repayment or any other loans or advance in the nature of loans.

**v) Undisclosed income**

There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended 30 June 2023 and 30 June 2022, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended 30 June 2023 and 30 June 2022.

**vi) Borrowings from banks or Financial Institution on Security of Current Assets**

The Company has no borrowings from banks and financial institutions on the basis of security of current assets during the current or previous year.

**vii) Relationship with Struck off Companies**

The following table depicts the details of balance outstanding in respect of transactions undertaken with a company struck off under section 248 of Companies Act, 2013:

| Name of the Struck Off Companies | Nature of transactions with struck-off Company | Balance Outstanding (₹ lakhs) | Relationship with the Struck off company, if any |
|---|---|---|---|
| **30 June 2023** | | | |
| Sat Consultants Private Limited Through Official Liquidator | Equity shares | 0.05 | Shareholder |
| Anand Growth Fund Pvt. Ltd. | Equity shares | 0.11 | Shareholder |
| Vaishak Shares Limited | Equity shares # | - | Shareholder |
| **30 June 2022** | | | |
| Sat Consultants Private Limited Through Official Liquidator | Equity shares | 0.05 | Shareholder |
| Vaishak Shares Limited | Equity shares # | - | Shareholder |

# less than ₹ 500

**viii) Amount transferred to Investor Education and Protection Fund (IEPF)**

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the current or previous year.

**ix)** During the current or previous year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**x)** During the current or previous year, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**xi)** During the current or previous year, the Company has not made any investments during the year other than Investment in Mutual Funds. During the current or previous year, the Company has not granted secured/ unsecured loans/ advances in the nature of loans to any Company/ Firm/ Limited Liability Partnership/ Other Party during the year.

**47 Subsequent events**

The Board of Directors has recommended a final dividend of ₹ 30/- per equity share for the year ended 30 June, 2023, subject to the approval of the shareholders at the ensuing Annual General Meeting.

**48 Previous year figures**

Figures for the previous year have been regrouped/ reclassified wherever necessary to make them comparable.

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**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Accelya Solutions India Limited**
**Report on the Audit of the Consolidated Financial Statements**

### Opinion

We have audited the accompanying consolidated financial statements of Accelya Solutions India Limited ("the Parent") and its subsidiaries, (Parent and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 30 June 2023 and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 30 June 2023, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matters | Auditor's Response |
|---|---|---|
| i | **Assessment of Impairment of Goodwill**<br>The Group carries goodwill resulting from business acquisitions. There is a risk that the carrying amount of goodwill is not supported by performance of the CGUs to which goodwill is allocated. | **Principal Audit Procedures performed:**<br>• Evaluated the design and tested the operating effectiveness of internal controls over management's goodwill impairment evaluation. |

| Sr. No. | Key Audit Matters | Auditor's Response |
|---|---|---|
| | Any adverse change in the business activities due to internal or external factors such as the financial and economic environment where the Group operates, may have a significant adverse effect on the recoverable amount of goodwill and require the recognition of impairment.<br><br>In such a case, it is necessary to reassess the appropriateness of the key assumptions related to forecasts of future revenues, discount rate and perpetual growth rate used to determine the recoverable amount, the reasonableness and consistency of the criteria used in the calculation in line with the requirements of Ind AS 36 – Impairment of Assets.<br><br>Refer note 42 of the Consolidated Financial Statements. | • Evaluated the independence of the specialist engaged by the Company and reviewed the valuation report issued by such specialist;<br>• We assessed the reasonableness of management's assumptions by:<br>- evaluating the appropriateness of the model used to calculate value in use;<br>- have assessed key valuation assumptions such as weighted average cost of capital (WACC) which was used for discounting the future cash flows and perpetual growth rate applied by the Company for the purposes of computing value-in-use;<br>- validating the cash flow forecasts with reference to historical forecasts and actual performance;<br>- evaluating the underlying key business assumptions related to future revenues and operating margins in estimating projections including cash flows;<br>- assessing the sensitivity of the outcome of impairment assessment in response to changes in the key assumptions. |

**Information Other than the Financial Statements and Auditor's Report Thereon**

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report including Annexures thereto, Management Discussion and Analysis, Business Responsibility and Sustainability Report, but does not include the consolidated financial statements, standalone financial statement and our auditor's reports thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent Company and taken on record by the Board of Directors of the Parent none of the directors of the Parent Company is disqualified as on 30 June 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of the Parent Company.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group- Refer note 37 to the consolidated financial statements.

ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts- Refer note 42 to the consolidated financial statements.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent.

iv) a) The Managements of the Parent Company, has represented to us that, to the best of their knowledge and belief, as disclosed in the note 47(ix) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company, to or in any other person(s) or entity(ies), including foreign.

b) The Managements of the Parent Company, has represented to us that, to the best of their knowledge and belief, as disclosed in the note 47(x) to the consolidated financial statements, no funds have been received by the Parent Company from any person(s) or entity(ies), including foreign entities.

c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The final dividend proposed in the previous year, declared and paid by the Parent Company during the year is in accordance with section 123 of the Companies Act 2013, as applicable.

The interim dividend declared and paid by the Parent Company during the year and until the date of this report is in compliance with section 123 of the Companies Act 2013.

As stated in note 48 the consolidated financial statements, the Board of Directors of the Parent Company have proposed final dividend for the year which is subject to the approval of the members of the Parent Company at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. 01 July 2023 to the Parent Company, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 30 June 2023.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the report under section 143 issued by us, we report that CARO is applicable only to the Parent Company and not to any other company included in the consolidated financial statements. We have not reported any qualifications or adverse remarks in the CARO report of the Parent Company.

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
(Firm's Registration No. 117366W/W-100018)

**Joe Pretto**
(Partner)
(Membership No. 77491)
(UDIN: 23077491BGXCWP6091)

Place : Mumbai
Date : 27 July 2023

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Report on the Internal Financial Controls Over with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

In conjunction with our audit of the consolidated financial statements of the Accelya Solutions India Limited ("the Parent" or "the Company") as of and for the year ended 30 June 2023, we have audited the internal financial controls with reference to consolidated financial statements, as of that date.

**Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Parent, is responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Parent's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Parent's internal financial controls system with reference to consolidated financial statements.

**Meaning of Internal Financial Controls Reporting with reference to consolidated financial statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 30 June 2023 based on the internal control with reference to consolidated financial statements criteria established by the Parent considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
(Firm's Registration No. 117366W/W-100018)

**Joe Pretto**
(Partner)
(Membership No. 77491)
(UDIN: 23077491BGXCWP6091)

Place : Mumbai
Date : 27 July 2023

## Consolidated balance sheet
*as at 30 June 2023*

| | Note | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | *3* | **2,561.49** | 3,148.95 |
| Right-of-use assets | *32* | **959.75** | 1,636.98 |
| Capital work-in-progress | *3.1* | **218.62** | 80.00 |
| Goodwill | | **3,314.61** | 3,052.83 |
| Other intangible assets | *4* | **1,849.69** | 2,297.29 |
| Intangible assets under development | *4.1* | **181.52** | 114.88 |
| Financial assets | | | |
| Investments | *5* | **0.10** | 0.10 |
| Other financial assets | *6* | **353.09** | 388.68 |
| Income tax assets (net) | *7* | **295.40** | 59.08 |
| Deferred tax assets (net) | *8* | **999.72** | 876.05 |
| Other non-current assets | *9* | **699.64** | 851.39 |
| **Total non-current assets** | | **11,433.63** | 12,506.23 |
| **Current assets** | | | |
| Financial assets | | | |
| Investments | *10* | **5,972.62** | 5,208.18 |
| Trade receivables | *11* | **7,698.61** | 6,808.32 |
| Unbilled receivables | | **1,079.32** | 574.13 |
| Cash and cash equivalents | *12* | **4,471.22** | 3,014.08 |
| Other balances with banks | *13* | **1,133.73** | 3,428.51 |
| Other financial assets | *14* | **241.10** | 97.12 |
| Other current assets | *15* | **4,917.50** | 3,863.74 |
| **Total current assets** | | **25,514.10** | 22,994.08 |
| **TOTAL ASSETS** | | **36,947.73** | 35,500.31 |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | *16* | **1,492.69** | 1,492.69 |
| Other equity | *17* | **25,510.89** | 24,776.29 |
| **Total equity** | | **27,003.58** | 26,268.98 |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| Lease liabilities | *32* | **363.71** | 1,412.51 |
| Provisions | *18* | **670.18** | 531.88 |
| **Total non-current liabilities** | | **1,033.89** | 1,944.39 |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| Lease liabilities | *32* | **1,099.82** | 1,083.92 |
| Trade payables | | | |
| a. Total outstanding dues of micro enterprises and small enterprises | *19* | **159.87** | 49.58 |
| b. Total outstanding dues of creditors other than micro enterprises and small enterprises | *19* | **2,940.50** | 1,944.82 |
| Other financial liabilities | *20* | **1,780.20** | 1,926.56 |
| Provisions | *21* | **954.46** | 343.35 |
| Income tax liabilities (net) | *22* | **759.71** | 634.62 |
| Other current liabilities | *23* | **1,215.70** | 1,304.09 |
| **Total current liabilities** | | **8,910.26** | 7,286.94 |
| **TOTAL EQUITY AND LIABILITIES** | | **36,947.73** | 35,500.31 |

The accompanying notes form an integral part of the consolidated financial statements 2 - 49

As per our report of even date attached

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
Firm's Registration No: 117366W/W-100018

**Joe Pretto**
*Partner*
Membership No: 77491

Mumbai
27 July 2023

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201
Mumbai
27 July 2023

| **Consolidated Statement of Profit and Loss** *for the year ended 30 June 2023* | Note | **30 June 2023 ₹ lakhs** | 30 June 2022 ₹ lakhs |
|---|---|---|---|
| **Revenue** | | | |
| Revenue from operations | *24* | **46,936.27** | 36,839.81 |
| Other income | *25* | **917.10** | 785.07 |
| **Total income** | | **47,853.37** | 37,624.88 |
| | | | |
| **Expenses** | | | |
| Employee benefits expense | *26* | **14,786.26** | 13,781.10 |
| Finance costs | *32* | **206.67** | 343.46 |
| Depreciation and amortisation expenses | *27* | **3,379.09** | 3,542.41 |
| Other expenses | *28* | **13,599.94** | 9,634.77 |
| **Total expenses** | | **31,971.96** | 27,301.74 |
| | | | |
| **Profit before exceptional items and tax** | | **15,881.41** | 10,323.14 |
| Exceptional items (refer note 46) | | **1,162.65** | - |
| **Profit before tax** | | **17,044.06** | 10,323.14 |
| **Tax expense:** | | | |
| Current tax | *30* | **4,368.02** | 2,809.26 |
| Deferred tax | *30* | **3.68** | (104.89) |
| **Total tax expense** | | **4,371.70** | 2,704.37 |
| **Profit for the year** | | **12,672.36** | 7,618.77 |
| | | | |
| **Other comprehensive income (OCI)** | | | |
| **Items that will not be reclassified to profit or loss** | | | |
| Remeasurements of defined benefit obligation | | **(505.99)** | 19.60 |
| Income tax relating to above item | | **127.35** | (4.93) |
| **Items that will be reclassified to profit or loss** | | | |
| Exchange differences on translation of foreign operations | | **381.89** | (146.04) |
| Income tax relating to above item | | **-** | - |
| **Total Other comprehensive income/ (loss)** | | **3.25** | (131.37) |
| **Total comprehensive income for the year** | | **12,675.61** | 7,487.40 |
| **Earnings per equity share (face value of ₹ 10 each)** | | | |
| Basic and diluted | *29* | **84.90** | 51.04 |

The accompanying notes form an integral part of the consolidated financial statements 2 - 49

As per our report of even date attached

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
Firm's Registration No: 117366W/W-100018

**Joe Pretto**
*Partner*
Membership No: 77491

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

Mumbai
27 July 2023

## Consolidated Statement of Changes in Equity
*for the year ended 30 June 2023*

**A. Equity share capital**

| | Note | Number of shares | ₹ lakhs |
|---|---|---|---|
| Balance as at 1 July 2021 | | 14,926,261 | 1,492.69* |
| Changes in equity share capital during 2021-22 | | - | - |
| **Balance as at 30 June 2022** | **16** | **14,926,261** | **1,492.69** |
| Changes in equity share capital during 2022-23 | | - | - |
| **Balance as at 30 June 2023** | **16** | **14,926,261** | **1,492.69** |

* Includes forfeited share capital for which the share certificates were cancelled.

**B. Other equity**

(₹ lakhs)

| Particulars | Attributable to the owners of the Company | | | | | |
|---|---|---|---|---|---|---|
| | Reserves & Surplus | | | | Items of OCI | Total |
| | Capital redemption reserve | Securities premium | General reserve | Retained earnings | Translation reserve | |
| **Balance at 1 July, 2021** | **95.38** | **3,169.84** | **2,369.53** | **16,212.19** | **516.87** | **22,363.81** |
| Profit for the year | - | - | - | 7,618.77 | - | 7,618.77 |
| Remeasurement of defined benefit plan (net of tax) | - | - | - | 14.67 | - | 14.67 |
| Exchange differences on translation of foreign operations | - | - | - | - | (146.04) | (146.04) |
| **Total comprehensive income for the year** | - | - | - | 7,633.44 | (146.04) | 7,487.40 |
| <u>**Other changes**</u> | | | | | | |
| Interim dividend (refer note 44) | - | - | - | (2,537.46) | - | (2,537.46) |
| **Final dividend (refer note 44)** | **-** | **-** | **-** | **(2,537.46)** | **-** | **(2,537.46)** |
| **Balance at 30 June, 2022** | **95.38** | **3,169.84** | **2,369.53** | **18,770.71** | **370.83** | **24,776.29** |
| **Balance at 1 July, 2022** | **95.38** | **3,169.84** | **2,369.53** | **18,770.71** | **370.83** | **24,776.29** |
| Profit for the year | - | - | - | 12,672.36 | - | 12,672.36 |
| Remeasurement of defined benefit plan (net of tax) | - | - | - | (378.64) | - | (378.64) |
| Exchange differences on translation of foreign operations | - | - | - | - | 381.89 | 381.89 |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **12,293.72** | **381.89** | **12,675.61** |

| Particulars | Attributable to the owners of the Company | | | | | |
|---|---|---|---|---|---|---|
| | Reserves & Surplus | | | | Items of OCI | Total |
| | Capital redemption reserve | Securities premium | General reserve | Retained earnings | Translation reserve | |
| **Other changes** | | | | | | |
| Interim dividend (refer note 44) | - | - | - | (5,224.19) | - | (5,224.19) |
| Final dividend (refer note 44) | - | - | - | (6,716.82) | - | (6,716.82) |
| **Balance at 30 June, 2023** | **95.38** | **3,169.84** | **2,369.53** | **19,123.42** | **752.72** | **25,510.89** |

The accompanying notes form an integral part of the consolidated financial statements (refer note 2 to 49)

As per our report of even date attached

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
Firm's Registration No: 117366W/W-100018

**Joe Pretto**
*Partner*
Membership No: 77491

Mumbai
27 July 2023

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

| **Consolidated statement of cash flows** *for the year ended 30 June 2023* | **30 June 2023** ₹ lakhs | **30 June 2022** ₹ lakhs |
|---|---|---|
| **Cash flows from operating activities** | | |
| **Profit for the year** | **12,672.36** | 7,618.77 |
| **Adjustments for:** | | |
| Depreciation and amortization expenses | **3,379.09** | 3,542.41 |
| Income tax expense | **4,371.70** | 2,704.37 |
| Net (Gain) on sale of property, plant and equipment | **(27.66)** | (14.56) |
| Exceptional income | **(1,162.65)** | - |
| Provision/ (Reversal) for doubtful debts | **57.69** | (433.83) |
| Bad debts written off | **24.39** | 402.88 |
| Income accrued written off | **-** | 190.99 |
| Impairment of right-of-use asset | **-** | 77.60 |
| Deposits written off | **10.47** | - |
| Withholding taxes written off | **97.09** | 291.79 |
| Exchange differences adjustment | **(451.50)** | (22.39) |
| Finance costs | **206.67** | 343.46 |
| Lease modification adjustments | **-** | (129.13) |
| Interest income | **(150.82)** | (112.82) |
| Gain on fair valuation of investments | **(24.53)** | (13.11) |
| Dividend income from mutual fund | **(229.69)** | (89.12) |
| Operating cash flows before movements in working capital | **18,772.61** | 14,357.31 |
| **Working capital changes:** | | |
| (Increase) in trade receivables | **(976.36)** | (357.19) |
| Decrease in financial assets | **78.96** | 409.95 |
| (Increase) in other assets | **(885.44)** | (632.22) |
| (Increase)/ Decrease in unbilled revenue | **(440.89)** | 396.60 |
| Increase in trade payables | **1,144.26** | 247.27 |
| Increase in financial liabilities | **83.15** | 336.82 |
| Increase/ (Decrease) in other liabilities | **146.76** | (222.48) |
| **Cash generated from operations** | **17,923.05** | 14,536.06 |
| Taxes paid (net of refunds) | **(4,576.34)** | (2,711.56) |
| **Net cash from operating activities (A)** | **13,346.71** | 11,824.50 |
| **Cash flows from investing activities** | | |
| Purchase of property, plant and equipment and intangible assets | **(1,957.62)** | (1,756.36) |
| Proceeds from sale of property, plant and equipment | **1,364.35** | 15.37 |
| Interest received on bank deposits | **133.46** | 55.97 |
| Dividend received on mutual fund investments | **229.69** | 89.12 |
| Purchase of mutual fund | **(22,778.54)** | (17,048.71) |
| Proceeds from redemption of mutual fund | **22,038.63** | 14,509.02 |
| Bank deposits having maturity more than 3 months - placed | **(6,835.89)** | (3,181.85) |
| Bank deposits having maturity more than 3 months - matured | **9,121.82** | - |
| **Net cash (used in) investing activities (B)** | **1,315.90** | (7,317.44) |

## Consolidated statement of cash flows
*for the year ended 30 June 2023*

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Cash flow from financing activities** | | |
| Dividend paid | **(11,941.01)** | (5,074.92) |
| Repayment of lease liabilities | **(1,095.73)** | (1,003.63) |
| Interest paid | **(206.67)** | (343.19) |
| **Net cash (used in) financing activities (C)** | **(13,243.41)** | (6,421.74) |
| **Net increase in cash and cash equivalents (A+B+C)** | **1,419.20** | (1,914.68) |
| Cash and cash equivalents at the beginning of the year | **3,014.08** | 4,799.72 |
| Effect of exchange differences on cash and cash equivalents held in foreign currency | **37.94** | 129.04 |
| Cash and cash equivalents at the end of the year (refer note 12) | **4,471.22** | 3,014.08 |
| **Note to statement of cash flows:** | | |
| **(a) Components of cash and cash equivalents** | | |
| Balance with banks | | |
| in current accounts | **4,471.19** | 2,903.65 |
| in EEFC accounts | **0.03** | 110.43 |
| **Total cash and cash equivalents** | **4,471.22** | 3,014.08 |

**Reconciliation of liabilities from financing activities for the year ended 30 June 2023** **₹ lakhs**

| Particulars | As at 30 June, 2022 | Impact of Ind AS 116 | Repayment | Fair value changes | As at 30 June 2023 |
|---|---|---|---|---|---|
| Lease liabilities | 2,496.43 | 269.50 | (1,302.40) | - | 1,463.53 |
| **Total liabilities from financing activities** | **2,496.43** | **269.50** | **(1,302.40)** | **-** | **1,463.53** |

**Reconciliation of liabilities from financing activities for the year ended 30 June 2022** **₹ lakhs**

| Particulars | As at 30 June, 2021 | Impact of Ind AS 116 | Repayment | Fair value changes | As at 30 June 2022 |
|---|---|---|---|---|---|
| Lease liabilities | 3,885.13 | (41.88) | (1,346.82) | - | 2,496.43 |
| **Total liabilities from financing activities** | **3,885.13** | **(41.88)** | **(1,346.82)** | **-** | **2,496.43** |

The accompanying notes form an integral part of the consolidated financial statements (refer note 2 to 49)

As per our report of even date attached

**For DELOITTE HASKINS & SELLS LLP**
*Chartered Accountants*
Firm's Registration No: 117366W/W-100018

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Joe Pretto**
*Partner*
Membership No: 77491

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

Mumbai
27 July 2023

## Notes to the consolidated financial statements *(Continued)*

**1 Corporate information**

Accelya Solutions India Limited ("Accelya" or "the Company") is a software solutions provider to the global Airline and Travel industry.

Accelya delivers world-class software products, managed processes, technology, and hosting services. Accelya's industry solutions are driven by active partnerships with industry bodies and customers, and significant domain knowledge. Its customised approach in deploying these solutions supports clients with best fit solutions to match their requirements. The Company is a public limited company and domiciled in India. The address of the registered office is 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411006. The board of directors approved the consolidated financial statements for the year ended 30 June 2023 and authorized for issue on 27 July 2023.

The list of entities considered in these consolidated financial statements as at 30 June 2023 with percentage holding is summarized below:

| Entities | Country of incorporation and other particulars | Percentage holding by the immediate parent (%) | Year of consolidation |
|---|---|---|---|
| **Subsidiaries** | | | |
| Accelya Solutions Americas Inc., USA | A Subsidiary of Accelya incorporated under the laws of United States of America | 100% | 1998-99 |
| Accelya Solutions UK Limited, UK | A Subsidiary of Accelya incorporated under the laws of United Kingdom | 100% | 2007-08 |
| **Controlled Trust** | | | |
| Kale Consultants Limited Employees Welfare Trust | An employee welfare trust incorporated under the laws of India | NA | 2015-16 |

**2 Significant accounting policies**

**a) *Statement of compliance with Ind AS***

These consolidated financial statements ('the financial statements') have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

**b) *Basis of preparation***

The financial statements are presented in Indian Rupees (₹) which is also the functional currency of the Company. All amounts are rounded off to the nearest lakhs, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities including defined benefit plans - plan assets measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months. Fair value is the price that would be received to sell an asset or paid to transfer/ settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset

## Notes to the consolidated financial statements *(Continued)*

or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value and value in use in Ind AS 36.

**c)** ***Historical cost convention***

The consolidated financial statements have been prepared on a historical cost basis, except for following item:

| Item | Measurement basis |
|---|---|
| Certain financial assets and liabilities | Fair value |
| Contingent consideration in business combination | Fair value |
| Net defined benefit (asset)/liability | Fair value of plan assets less present value of defined benefit obligation |

**d)** ***Use of estimates and judgements***

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, (including contingent liabilities) income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation, uncertainty, and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following note.

(i) Estimation of useful life and residual values of property, plant, and equipment

The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. Their lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence.

(ii) Estimation of defined benefit obligation

Cost of defined benefit plan and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include determination of discount rates, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its nature, a defined benefit is highly sensitive to change in these assumptions. All assumptions are reviewed at each Balance Sheet date.

(iii) Impairment of trade receivables

The Company's trade receivables do not contain a significant financing component and loss allowance on trade receivables is measured at an amount equal to lifetime expected losses i.e., expected cash shortfall.

The impairment losses and reversals are recognised in the Statement of Profit and Loss.

(iv) Provisions and contingent liabilities

A provision is recognized when the Company has a present value obligation because of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

## Notes to the consolidated financial statements *(Continued)*

(v) Impairment of goodwill

The Company estimates the value-in-use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts.

(vi) Revenue Recognition

Revenue for fixed-price contract is recognised using percentage-of completion method. The Company uses judgement to estimate the future efforts-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

(vii) Leases

The Group evaluates if an arrangement qualifies to be a lease based on the requirements of the relevant standard. Computation of the lease liabilities and right-to-use assets requires management to estimate the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and exclude periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the Option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

**e) *Basis of consolidation***

**i. *Business combination***

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Company. The consideration transferred in the acquisition and the identifiable assets acquired, liabilities assumed and contingent liabilities that meet the condition for recognition are recognised at fair values on their acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Any goodwill that arises is tested annually for impairment. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss.

**ii. *Subsidiaries***

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

**iii. *Transactions eliminated on consolidation***

Intra-group balances and transactions and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

## Notes to the consolidated financial statements *(Continued)*

**f)** ***Property, plant and equipment***

Property, plant and equipment are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation/amortisation and impairment loss.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as “Capital work-in-progress".

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

An asset's carrying amount is written down immediately to its recoverable amount of the assets or CGU, as applicable, if the carrying amount is greater than its estimated recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss.

Depreciation on PPE has been provided on the straight-line method over the estimated `useful life of the respective asset. These lives are in accordance with the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Furniture and Fixtures, and Computer Equipment in which case the life of the assets has been assessed and is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support. Depreciation/ amortization for the year is recognised in the Statement of Profit and Loss. Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

The useful life of the assets considered for depreciation is summarized below:

| | |
|---|---|
| Building | 30 years |
| Plant and machinery and computer equipment | 2 to 6 years |
| Furniture and fixtures, Equipment and other assets | 4 to 6 years |
| Vehicles | 5 years |
| Leasehold improvements | To be amortized over the lesser of the period of lease and the useful life of the asset |

The useful lives and residual values are reviewed by the management at each financial year-end and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the revised remaining useful life.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

**g)** ***Goodwill and other Intangible assets***

**i. Goodwill**

For measurement of goodwill that arises on a business combination (see note 2(e) (i)). Subsequent measurement is at cost less any accumulated impairment losses.

**ii. Other Intangible assets**

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortization and accumulated impairment loss, if any. Amortization is recognised on a straight-line basis over their estimated useful lives.

The estimated useful life of Software acquired and internally developed has been taken at 3 and 5 years, respectively.

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

## Notes to the consolidated financial statements *(Continued)*

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

**iii.** ***Product Development Cost***

Product development costs are incurred on developing/upgrading the software products to launch new service modules and functionality to provide an enhanced suite of services. These development costs are capitalized and recognised as an intangible asset when the following can be demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the asset;
- Its ability and intention to use or sell the asset;
- How the asset will generate future economic benefits;
- The availability of adequate resources to complete the development and to use or sell the asset; and
- The ability to measure reliably the expenditure attributable to the intangible asset during development.

Following the initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses, if any. Amortization of the asset begins when development is complete, and the asset is available for use. It is amortized on a straight-line basis over the period of expected future benefit i.e., the estimated useful life. Amortization is recognized in the Statement of Profit and Loss.

**h)** ***Impairment of non-financial asset***

Property, plant and equipment and definite life intangible assets are reviewed at each reporting date to determine if there is any indication of impairment. Infinite life intangible assets are mandatorily tested annually or at interim period end for impairment, for which the asset's recoverable amount is estimated. For assets in respect of which any such indication exists, an impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets (cash generating unit or "CGU") that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its net selling price. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in the Statement of Profit and Loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists or has decreased, the assets or CGU's recoverable amount is estimated. For assets other than goodwill, the impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Impairment loss recognised for goodwill is not subsequently reversed.

## Notes to the consolidated financial statements *(Continued)*

i) ***Revenue recognition***

Revenue is derived primarily from transaction processing, managed processes, technology and hosting services, licensing of software products, related implementation, and maintenance services.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties, and the parties to contract are committed to perform their respective obligations. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

- Revenues from transaction processing service i.e. airline ticket and coupon processing charges is recognized on output basis measured by units delivered, efforts expended, number of transactions processed, etc.
- Revenue from time and material contracts is recognised as the related services are performed and revenue from the end of the last billing to the balance sheet date is recognised as unbilled revenue.
- Revenue from sale of user licenses where the customer obtains a 'right to use' the licenses is recognized at the time when license is made available to the customer, except in case of multiple element contracts which require significant implementation services and customization, the entire arrangement is considered to be a significant performance obligation and revenue is recognised using the percentage of completion method as the implementation and customization is performed.

  In the case of significant implementation and customisation services provided to clients, those are analysed on a case-by-case basis to determine if a separate performance obligation exists.
- Revenue from fixed-price contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised based on percentage of completion method considering the actual time spent on the contract to the total estimate time to complete the contract.
- Revenue related to fixed price maintenance and support services contracts is recognised based on time elapsed mode and revenue is straight lined over the period of performance.
- Revenue related to client training and other services are recognized as the related services are performed.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts and price concessions, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognised when there is excess of revenue earned over billings on contracts where the rights are conditional on something other than passage of time. Contract are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change.

In the event the transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

## Notes to the consolidated financial statements *(Continued)*

The Company disaggregates revenue from contracts with customers primary by geographical market and service lines.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the right to receive dividend is established.

Dividend is recognised in profit or loss only when the right to receive payment is established.

j) **Leases**

**The Company as a lessee**

The Company's lease asset classes primarily consist of leases for buildings.

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.".

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right -of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right -of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight -line method from the commencement date to the earlier of the end of the useful life of the right-of-use assets or the end of the lease term.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cashflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. Impairment loss, if any, is recognised in the Statement of Profit and Loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment as to whether it will exercise an extension or a termination option. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease liability is subsequently measured at amortised cost using the effective interest rate method. It is remeasured when there is a change in future lease payments arising from a change in the Company's assessment of whether it will exercise a purchase, extension or termination option.

Lease liability is further bifurcated into current and non-current portion; and the right-of-use assets have been separately presented in the Balance Sheet and lease payments have been classified as financing

## Notes to the consolidated financial statements *(Continued)*

activities in the Statement of Cash Flow.

Further the Company has applied the practical expedient pertaining to COVID 19 related rent concessions, wherein the rent concessions are accounted as if it were not a lease modification i.e as a negative variable lease payment.

k) ***Foreign currency transactions and balances***

i. **Foreign currency Transactions and Balances**

Transactions denominated in foreign currency are recorded at the exchange rates prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss for the year.

Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated into Indian rupees at the closing exchange rates on that date. The resultant exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

**Translation of foreign operations**

The assets and liabilities of foreign operations (subsidiaries, associates, joint arrangements, branches) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rate at the date of the transaction or an average rate if the average rate approximates the actual rate at the date of the transaction.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to NCI. When the group disposes of only a part of its interest in an associate or a joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

l) ***Financial Instruments:***

I. **Financial Assets:**

**Classification**

On initial recognition the Company classifies financial assets as measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

**Initial recognition and measurement**

All financial assets are initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

**Financial assets at amortised cost**

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

i) the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

ii) contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount

## Notes to the consolidated financial statements *(Continued)*

or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Consolidated Statement of Profit and Loss. The losses arising from impairment are recognised in the Consolidated Statement of Profit and Loss.

Financial assets included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**Equity investments**

All equity investments other than investments in subsidiaries are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

The Company has elected to continue with the carrying value of all its equity investments as recognized in the consolidated financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

**Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its Balance Sheet but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

**Impairment of financial assets**

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

i) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

ii) Trade receivables.

The Company follows ‘simplified approach’ for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

**I. Financial Liabilities**

**Classification**

The Company classifies all financial liabilities as measured at amortised cost, except for financial liabilities measured at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value with changes in fair value being recognised in the Statement of Profit and Loss.

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost (loans and borrowings, and payables).

## Notes to the consolidated financial statements *(Continued)*

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings.

**Derecognition**

Financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Derivative financial instruments**

The Company uses derivative financial instruments, such as foreign exchange forward contracts to manage its exposure to foreign exchange risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

**m)** ***Cash and cash equivalent***

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

**n)** ***Fair value measurement***

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

## Notes to the consolidated financial statements *(Continued)*

If an asset or a liability measured at fair value has a bid price and an ask price, then the Company measures assets and long positions at a bid price and liabilities and short positions at an ask price. The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

**o)** ***Employee benefit***

**i. Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee service is recognised as an expense at an undiscounted amount in the Statement of Profit and Loss as the related service is rendered by employees.

**ii. Post-employment benefits**

**Defined Contribution Plan**

Contributions to defined contribution schemes such as employee provident fund, employees' state insurance, national pension scheme, labour welfare fund, etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined Benefit Plan

The Company's net obligation in respect of gratuity is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any plan assets is deducted. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government securities as at the Balance Sheet date. Actuarial gains and losses are recognized in other comprehensive income.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

**iii. Compensated absences**

Provision for compensated absences cost has been made based on actuarial valuation by an independent actuary at balance sheet date.

The employees of the Company are entitled to compensated absences. The employees can carry-forward a portion of the unutilized accrued compensated absence and utilize it in future periods or receive cash compensation at termination of employment for the unutilized accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the balance sheet date.

## Notes to the consolidated financial statements *(Continued)*

**p)** ***Income taxes***

Income-tax expense comprises current tax and deferred tax charge or credit. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

**Current taxes**

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and set off the liability on a net basis or simultaneously.

**Deferred taxes**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax is not recognised for temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to deferred tax assets when they are realised or deferred tax liabilities when they are settled, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

**q)** ***Earnings per share ('EPS')***

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

The number of shares used in computing diluted earnings per share comprises of weighted average number of shares considered for deriving basic earning per share, and also the weighted average number of equity shares which may be issued on conversion of all dilutive potential shares, unless the results would be anti – dilutive.

**r)** ***Provisions and contingent liabilities***

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## Notes to the consolidated financial statements *(Continued)*

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

The Company uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

**s)** ***Segment reporting***

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The CODM assesses the financial performance and position of the company and makes strategic decisions. The company operates in one reportable business segment i.e. travel and transportation vertical.

**t)** ***Investments***

Investments in subsidiaries is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

**u)** ***Government grants***

Government grants are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant will be received.

**v)** ***Going concern***

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, the Company continues to adopt the going concern basis of accounting in preparing the financial statements.

**w)** ***Recent pronouncements***

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, the MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements – The amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023 (1 July 2023 for the Group). The Group has evaluated the amendment and the impact of the amendment is insignificant in the Company's consolidated financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors – The amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023 (1 July 2023 for the Group). The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12, Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2023 (1 July 2023 for the Group). The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

## Notes to the consolidated financial statements *(Continued)*

### 3 Property, plant and equipment

₹ lakhs

| | Building | Plant and machinery and computer equipment | Furniture and fixtures | Vehicles | Leasehold improvements | Total |
|---|---|---|---|---|---|---|
| **At cost** | | | | | | |
| **Gross carrying amount** | | | | | | |
| As at 1 July 2021 | 632.59 | 6,563.75 | 927.59 | 18.39 | 2,483.02 | 10,625.34 |
| Additions during the year | - | 1,403.72 | 1.28 | - | - | 1,405.00 |
| Deletions/ disposals | - | 333.69 | - | 18.39 | - | 352.08 |
| Translation | - | 2.13 | - | - | - | 2.13 |
| **As at 30 June 2022** | 632.59 | 7,635.91 | 928.87 | (0.00) | 2,483.02 | 11,680.39 |
| Additions during the year | - | 1,207.39 | 3.80 | - | 4.18 | 1,215.37 |
| Deletions/ disposals | 632.59 | 921.77 | 307.51 | - | 326.83 | 2,188.70 |
| Translation | - | 0.22 | - | - | - | 0.22 |
| **As at 30 June 2023** | **-** | **7,921.75** | **625.16** | **(0.00)** | **2,160.37** | **10,707.28** |
| **Accumulated depreciation** | | | | | | |
| As at 1 July 2021 | 472.66 | 5,305.41 | 507.82 | 18.39 | 849.51 | 7,153.79 |
| Charge for the year | 21.09 | 990.01 | 122.14 | - | 593.61 | 1,726.85 |
| Deletions/ disposals | - | 332.88 | - | 18.39 | - | 351.27 |
| Translation | - | 2.07 | - | - | - | 2.07 |
| **As at 30 June 2022** | 493.75 | 5,964.61 | 629.96 | (0.00) | 1,443.12 | 8,531.44 |
| Charge for the year | 10.63 | 970.71 | 111.97 | - | 535.52 | 1,628.83 |
| Deletions/ disposals | 504.38 | 908.03 | 275.44 | - | 326.83 | 2,014.68 |
| Translation | - | 0.20 | - | - | - | 0.20 |
| **As at 30 June 2023** | **(0.00)** | **6,027.49** | **466.49** | **(0.00)** | **1,651.81** | **8,145.79** |
| **Net carrying amount** | | | | | | |
| **As at 30 June 2022** | 138.84 | 1,671.30 | 298.91 | - | 1,039.90 | 3,148.95 |
| **As at 30 June 2023** | **0.00** | **1,894.26** | **158.67** | **-** | **508.56** | **2,561.49** |

### 3.1 Capital work in progress

| | ₹ lakhs |
|---|---|
| **As at 1 July 2021** | 853.37 |
| Additions | 905.37 |
| Assets capitalisation during the year | (1,678.74) |
| **As at 30 June 2022** | 80.00 |
| Additions | 1,555.97 |
| Assets capitalisation during the year | (1,417.35) |
| **As at 30 June 2023** | **218.62** |

## Notes to the consolidated financial statements *(Continued)*

**Ageing of capital work-in-progress is as below:** (₹ lakhs)

| Particulars | Amount in capital work-in-progress for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| **As at 30 June, 2023** | | | | | |
| Projects in progress | 218.62 | - | - | - | 218.62 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **218.62** | **-** | **-** | **-** | **218.62** |
| **As at 30 June, 2022** | | | | | |
| Projects in progress | 80.00 | - | - | - | 80.00 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **80.00** | **-** | **-** | **-** | **80.00** |

*Indicates no cost or time overrun in respect of above*

### 4 Other intangible assets

₹ lakhs

| | Internally developed software | Acquired software | Total |
|---|---|---|---|
| **At cost** | | | |
| **Gross carrying amount** | | | |
| As at 1 July 2021 | 7,809.17 | 4,014.41 | 11,823.58 |
| Purchase/ Additions from internal development | 308.11 | 46.74 | 354.85 |
| Deletions/ disposals | - | 915.54 | 915.54 |
| **As at 30 June 2022** | 8,117.28 | 3,145.61 | 11,262.89 |
| Purchase/ Additions from internal development | 304.13 | 250.45 | 554.58 |
| Deletions/ disposals | - | 881.19 | 881.19 |
| **As at 30 June 2023** | **8,421.41** | **2,514.87** | **10,936.28** |
| **Accumulated amortisation** | | | |
| As at 1 July 2021 | 5,106.91 | 3,815.62 | 8,922.53 |
| Charge for the year | 825.18 | 133.43 | 958.61 |
| Deletions/ disposals | - | 915.54 | 915.54 |
| **As at 30 June 2022** | 5,932.09 | 3,033.51 | 8,965.60 |
| Charge for the year | 875.91 | 126.27 | 1,002.18 |
| Deletions/ disposals | - | 881.19 | 881.19 |
| **As at 30 June 2023** | **6,808.00** | **2,278.59** | **9,086.59** |
| **Net carrying amount** | | | |
| **As at 30 June 2022** | 2,185.19 | 112.10 | 2,297.29 |
| **As at 30 June 2023** | **1,613.41** | **236.28** | **1,849.69** |

## Notes to the consolidated financial statements *(Continued)*

### 4.1 Intangible assets under development

| | ₹ lakhs |
|---|---|
| As at 1 July 2021 | 16.41 |
| Additions | 406.58 |
| Capitalisation during the year | (308.11) |
| **As at 30 June 2022** | 114.88 |
| Additions | 370.77 |
| Capitalisation during the year | (304.13) |
| **As at 30 June 2023** | **181.52** |

**Ageing of intangible assets under development is as below:** (₹ lakhs)

| Particulars | Amount in intangible assets under development for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| **As at 30 June, 2023** | | | | | |
| Projects in progress | 171.48 | 10.04 | - | - | **181.52** |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **171.48** | **10.04** | **-** | **-** | **181.52** |
| **As at 30 June, 2022** | | | | | |
| Projects in progress | 114.88 | - | - | - | 114.88 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **114.88** | **-** | **-** | **-** | **114.88** |

*Indicates no cost or time overrun in respect of above*

**The estimated amortisation for the year subsequent to 30 June 2023 is as follows:**

**₹ lakhs**

| | Amortisation expenses |
|---|---|
| **Year ending 30th June** | |
| 2024 | 797.16 |
| 2025 | 559.55 |
| 2026 | 334.81 |
| 2027 | 119.25 |
| 2028 | 38.92 |
| **Total** | **1,849.69** |

## Notes to the consolidated financial statements *(Continued)*

### 5 Non-current investments

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| ***Investment in Shares of Co-operative Banks carried at fair value through profit or loss*** | | |
| **Saraswat Co-operative Bank Limited (unquoted)** | | |
| 1,000 (30 June 2022: 1,000) equity shares of ₹10 each fully paid up | **0.10** | 0.10 |
| | **0.10** | 0.10 |
| All units are in absolute numbers | | |
| Aggregate carrying amount of unquoted investments | **0.10** | 0.10 |

### 6 Other non-current financial assets

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Lease deposits - Measured at amortised cost *(unsecured, considered good)* | **300.96** | 306.81 |
| Margin money deposits # | **-** | 5.58 |
| Interest accrued on bank deposits | **-** | 0.97 |
| Other deposits | **52.13** | 75.32 |
| | **353.09** | 388.68 |

# Margin money deposits represents deposits with bank for issue of bank guarantees amounting to Nil (30 June 2022: ₹ 5.58 lakhs) which are due to mature after twelve months of the reporting date.

### 7 Income tax assets (net)

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Advance income-tax (net of provision for tax of ₹ 6,744.60 lakhs, 30 June 2022: ₹ 2,875.90 lakhs) | **295.40** | 59.08 |
| | **295.40** | 59.08 |

### 8 Deferred tax assets (net)

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Deferred tax assets** | | |
| Provision for compensated absences | **220.36** | 172.72 |
| Provision for doubtful debts | **2.32** | 7.79 |
| Property, plant and equipment | **502.72** | 315.61 |
| Mark to market loss on derivative instruments | **-** | 57.24 |
| Lease liability (net of right-of-use asset) | **129.48** | 216.31 |
| Others | **205.42** | 122.38 |
| | **1,060.30** | 892.05 |
| **Deferred tax liabilities** | | |
| Mark to market gain on derivative instruments | **(48.81)** | - |
| Others | **(11.77)** | (16.00) |
| | **(60.58)** | (16.00) |
| **Total** | **999.72** | 876.05 |

Note: For movement of deferred tax assets/ (liabilities), refer note 30

## Notes to the consolidated financial statements *(Continued)*

### 9 Other non-current assets

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| ***Considered good*** | | |
| Service tax refund receivable | **112.56** | 254.69 |
| Deferred cost | **374.34** | - |
| Goods and Services tax refund receivable | **-** | 355.66 |
| Prepaid expenses | **212.74** | 241.04 |
| ***Considered doubtful*** | | |
| Service tax refund receivable | **15.19** | 50.72 |
| Less: provision | **(15.19)** | (50.72) |
| Goods and Services tax refund receivable | **-** | 138.69 |
| Less: provision | **-** | (138.69) |
| | **699.64** | 851.39 |

### 10 Current investments

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Non-trade, unquoted investments** | | |
| ***Investments in Mutual Fund carried at fair value through profit or loss*** | | |
| *Liquid funds* | | |
| **HDFC Mutual Fund - Regular Plan - Daily IDCW Reinvest** | | |
| 163,703.917 units of ₹ 1019.82 (30 June 2022: 156,994.984 units of ₹ 1019.82) | **1,669.49** | 1,601.07 |
| **ICICI Prudential Mutual Fund - Daily IDCW - Reinvest** | | |
| 1,907,425.140 units of ₹ 100.1482 (30 June 2022: 1,683,171.825 units of ₹ 100.1482) | **1,910.25** | 1,685.67 |
| **Aditya Birla Sun Life Mutual Fund - Daily IDCW - Regular Plan - Reinvest** | | |
| Nil (30 June 2022: 1,532,746.247 units of ₹ 100.1950) | **-** | 1,535.74 |
| **ICICI Prudential Mutual Fund - Liquid Fund - Growth** | | |
| 121,990.066 units of ₹ 336.2818 (30 June 2022: 121,990.066 units of ₹ 316.1695) | **410.23** | 385.70 |
| **SBI Mutual Fund - Regular Plan - Daily IDCW - Reinvest** | | |
| 173,804.216 units of ₹ 1,140.7391 (30 June 2022: Nil) | **1,982.65** | - |
| **Total** | **5,972.62** | 5,208.18 |
| | | |
| All units are in absolute numbers | | |
| Aggregate amount of unquoted investments | **5,972.62** | 5,208.18 |

## Notes to the consolidated financial statements *(Continued)*

**11 Trade receivables**
***(unsecured)***

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Trade receivables** | | |
| a. Considered good | **7,698.61** | 6,808.32 |
| b. Credit impaired | **119.53** | 58.09 |
| Less: Loss allowance (refer note 33) | **(119.53)** | (58.09) |
| **Net trade receivables** | **7,698.61** | 6,808.32 |
| Of the above, trade receivables from related parties are as below: | | |
| Total trade receivables from related parties (refer note 35) | **3,150.40** | 3,228.45 |
| Loss allowance | **-** | - |
| **Net trade receivables** | **3,150.40** | 3,228.45 |

**Ageing of trade receivables excluding loss allowance is as below:** (₹ lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due for payment | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| **As at 30 June, 2023** | | | | | | | |
| Undisputed, considered good | 6,358.61 | 1,118.43 | 39.24 | - | - | 182.33 | 7,698.61 |
| Undisputed, significant increase in credit risk | 8.88 | - | - | - | - | - | 8.88 |
| Undisputed, credit impaired | - | 40.40 | 59.40 | 2.75 | 2.74 | 5.36 | 110.65 |
| Disputed, considered good | - | - | - | - | - | - | - |
| Disputed, significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed, credit impaired | - | - | - | - | - | - | - |
| **Total** | **6,367.49** | **1,158.83** | **98.64** | **2.75** | **2.74** | **187.69** | **7,818.14** |
| **As at 30 June, 2022** | | | | | | | |
| Undisputed, considered good | 5,813.15 | 790.68 | 16.17 | 7.40 | 179.72 | 1.20 | 6,808.32 |
| Undisputed, significant increase in credit risk | 2.03 | 0.44 | 0.38 | 3.88 | - | - | 6.73 |
| Undisputed, credit impaired | - | 1.00 | 14.26 | 6.80 | 7.02 | 11.27 | 40.35 |
| Disputed, considered good | - | - | - | - | - | - | - |
| Disputed, significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed, credit impaired | - | - | - | 11.01 | - | - | 11.01 |
| **Total** | **5,815.18** | **792.12** | **30.81** | **29.09** | **186.74** | **12.47** | **6,866.41** |

## Notes to the consolidated financial statements *(Continued)*

### 12 Cash and cash equivalents

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Cash and cash equivalents** | | |
| Balances with banks | | |
| On current accounts (refer footnote below) | **4,471.19** | 2,903.65 |
| In EEFC accounts | **0.03** | 110.43 |
| | **4,471.22** | 3,014.08 |

Balances with banks in current accounts include ₹ 12.89 lakhs and ₹ 12.96 lakhs as at 30 June 2023 and 30 June 2022 respectively, pertaining to trusts held for specified purposes.

### 13 Other balances with banks

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Margin money deposits # | **899.50** | - |
| Unclaimed dividend * | **233.77** | 248.07 |
| Bank deposits with maturity more than 3 months but less than 12 months | **0.46** | 3,180.44 |
| | **1,133.73** | 3,428.51 |

# Margin money deposits consist of deposits with bank for availing credit exposure limit amounting to ₹ 764.00 lakhs (30 June 2022: Nil) and deposits with bank for issue of bank guarantees amounting to ₹ 39.50 lakhs (30 June 2022: Nil)

*The Company can utilize this balance only towards settlement of unclaimed dividend.

### 14 Other current financial assets

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| ***Considered good*** | | |
| Lease deposits - Measured at amortised cost | **20.93** | 64.66 |
| Interest accrued on bank deposits | **26.24** | 32.46 |
| Derivative asset - forward contracts | **193.93** | - |
| | **241.10** | 97.12 |

## Notes to the consolidated financial statements *(Continued)*

### 15 Other current assets

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| ***Considered good*** | | |
| Goods and Services tax input tax credit recoverable | **971.26** | 566.46 |
| Goods and Services tax refund receivable | **432.61** | 269.60 |
| Contract asset | **2,058.94** | 2,084.74 |
| Advances to suppliers | **15.42** | 241.28 |
| Employee advances | **31.29** | 4.70 |
| Prepaid expenses | **1,407.98** | 696.96 |
| ***Considered doubtful*** | | |
| Goods and Services tax input tax credit recoverable | **34.73** | 27.09 |
| Less: provision | **(34.73)** | (27.09) |
| Goods and Services tax refund receivable | **65.32** | 17.29 |
| Less: provision | **(65.32)** | (17.29) |
| | **4,917.50** | 3,863.74 |

### 16 Equity share capital

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Authorised share capital** | | |
| 20,200,000 (30 June 2022: 20,200,000) equity shares of ₹ 10 each | **2,020.00** | 2,020.00 |
| **Issued, subscribed and paid-up share capital** | | |
| 14,926,261 (30 June 2022: 14,926,261) equity shares of ₹ 10 each fully paid up | **1,492.63** | 1,492.63 |
| Forfeited shares* | **0.06** | 0.06 |
| **Total issued, subscribed and paid-up share capital** | **1,492.69** | 1,492.69 |

* Shares forfeited on 23 October 2003

**a. Reconciliation of the shares outstanding at the beginning and at the end of the year**

**Equity shares**

| | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Number of shares | ₹ lakhs | Number of shares | ₹ lakhs |
| **At the beginning and end of the year** | **14,926,261** | **1,492.63** | 14,926,261 | 1,492.63 |

**b. Rights, preference and restriction attached to equity shares**

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting right of an equity shareholder on a poll (not on show of hands) is in proportion to its share of the paid-up equity capital of the Company. Voting right cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

## Notes to the consolidated financial statements *(Continued)*

**c. Details of equity shares held by the holding Company**

| | 30 June 2023 ₹ | 30 June 2022 ₹ |
|---|---|---|
| Accelya Holding World S.L.U | | |
| 11,143,295 (30 June 2022: 11,143,295) equity shares of ₹ 10 each fully paid | **1,114.33** | 1,114.33 |

**d. Details of equity shares held by each shareholder holding more than 5% shares**

| | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Number of shares held | % of holding of equity shares | Number of shares held | % of holding of equity shares |
| **Equity shares of ₹ 10 each fully paid** | | | | |
| Accelya Holding World S.L.U | **11,143,295** | **74.66** | 11,143,295 | 74.66 |
| Plutus Wealth Management LLP | **1,000,000** | **6.70** | 700,000 | 4.69 |

**e. Details of equity shares held by Promotors**

| Promoter name | Shares held by the Promoters | | % changes during the year |
|---|---|---|---|
| | No. of shares held | % of total shares | |
| **As at 30 June 2023** | | | |
| Accelya Holding World SLU | 11,143,295 | 74.66 | 0% |
| **As at 30 June 2022** | | | |
| Accelya Holding World SLU | 11,143,295 | 74.66 | 0% |

**17 Other equity**

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **Reserves and surplus (refer footnote below)** | | |
| Capital redemption reserve | **95.38** | 95.38 |
| Securities premium | **3,169.84** | 3,169.84 |
| General reserve | **2,369.53** | 2,369.53 |
| Translation reserve | **752.72** | 370.83 |
| Retained earnings | **19,123.42** | 18,770.71 |
| | **25,510.89** | 24,776.29 |
| **(i) Capital redemption reserve** | | |
| Balance at beginning of the year and end of the year | **95.38** | 95.38 |
| **(ii) Securities premium** | | |
| Balance at beginning of the year and end of the year | **3,169.84** | 3,169.84 |
| **(iii) General reserve** | | |
| Balance at beginning of the year and end of the year | **2,369.53** | 2,369.53 |
| **(iv) Translation reserve** | | |
| Balance at beginning of the year | **370.83** | 516.87 |
| Add: Exchange differences on translation of foreign operations | **381.89** | (146.04) |
| Balance at end of the year | **752.72** | 370.83 |

## Notes to the consolidated financial statements *(Continued)*

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| | | (₹ lakhs) |
| **(v) Retained earnings** | | |
| Balance at beginning of the year | **18,770.71** | 16,212.19 |
| Add: Net profit for the year | **12,672.36** | 7,618.77 |
| Items that will not be reclassified to profit or loss: | | |
| - Remeasurement of defined benefit obligation | **(505.99)** | 19.60 |
| - Income tax relating to above item | **127.35** | (4.93) |
| Less: Appropriations | | |
| Dividend on equity shares (refer note 44) | **11,941.01** | 5,074.92 |
| Total appropriations | **11,941.01** | 5,074.92 |
| **Balance at end of the year** | **19,123.42** | 18,770.71 |
| **Total reserve and surplus** | **25,510.89** | 24,776.29 |

**Footnote:**

**Pursuant to the requirements of Division II to Schedule III of Companies Act, 2013, below is the nature and purpose of the above:**

**(i) Capital redemption reserve**

Capital redemption reserve was created on account of buy-back of equity share capital.

**(ii) Securities premium**

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

**(iii) General reserve**

General reserve represents appropriation of profit by the Company.

**(iv) Translation reserve**

Exchange differences arising on translation of assets, liabilities, income and expenses of the Group's foreign subsidiaries are recognised in other comprehensive income and accumulated separately in foreign currency translation reserve. The amounts recognised are transferred to the consolidated statement of profit and loss on disposal of the related foreign subsidiaries.

**(v) Retained earnings**

Retained earnings comprises of the amounts that can be distributed by the Company as dividends to its equity share holders.

### 18 Non-current provisions

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Provision for employee benefits | | |
| - Compensated absences (refer note 31) | **670.18** | 531.88 |
| | **670.18** | 531.88 |

### 19 Trade payables

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| - Total outstanding dues of micro enterprises and small enterprises (refer note 39) | **159.87** | 49.58 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | **2,940.50** | 1,944.82 |
| | **3,100.37** | 1,994.40 |
| Total trade payables from related parties (refer note 35) | **2,425.50** | 1,351.59 |

## Notes to the consolidated financial statements *(Continued)*

**Ageing of trade payable is as below:** (₹ lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| **As at 30 June, 2023** | | | | | | |
| MSME | 0.37 | 159.50 | - | - | - | 159.87 |
| Others | 2,228.83 | 711.67 | - | - | - | 2,940.50 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | **2,229.20** | **871.17** | **-** | **-** | **-** | **3,100.37** |
| **As at 30 June, 2022** | | | | | | |
| MSME | 49.58 | - | - | - | - | 49.58 |
| Others | 1,931.30 | 13.52 | - | - | - | 1,944.82 |
| Disputed dues - MSME | - | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - | - |
| **Total** | **1,980.88** | **13.52** | **-** | **-** | **-** | **1,994.40** |

### 20 Other current financial liabilities

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Creditors for capital goods | **119.08** | 101.45 |
| Unclaimed dividends (refer footnote below) | **233.77** | 248.07 |
| Provision for salaries and incentives | **1,427.35** | 1,349.59 |
| Derivative liability - forward contracts | **-** | 227.45 |
| | **1,780.20** | 1,926.56 |

During the year, unclaimed dividend of ₹ 47.71 lakhs (30 June 2022: ₹ 41.06 lakhs) was transferred to Investor Education and Protection Fund.

### 21 Current provisions

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Provision for employee benefits | | |
| - Compensated absences (refer note 31) | **205.38** | 154.39 |
| - Gratuity (refer note 31) | **651.82** | 125.41 |
| Provision for claims | **97.26** | 63.55 |
| | **954.46** | 343.35 |

### 22 Income tax liabilities (net)

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Provision for income tax (net of advance tax ₹ 10,485.70 lakhs, 30 June 2022: ₹ 10,367.32 lakhs) | **759.71** | 634.62 |
| | **759.71** | 634.62 |

## Notes to the consolidated financial statements *(Continued)*

### 23 Other current liabilities

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Statutory dues payable | **465.52** | 299.85 |
| Contract liabilities | **750.18** | 1,004.24 |
| | **1,215.70** | 1,304.09 |

### 24 Revenue from operations

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Sale of services | **46,904.10** | 36,810.29 |
| Other operating revenue | **32.17** | 29.52 |
| | **46,936.27** | 36,839.81 |

**Disaggregate Revenue Information**

For disaggregation of revenue by geography, please refer note 34 - Segment reporting.

**Disaggregation of revenue by service lines**

| Service lines | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Finance Solutions | 37,218.75 | 28,581.14 |
| Industry & Audit Solutions | 7,931.14 | 6,095.69 |
| Commercial Solutions | 1,162.78 | 1,553.70 |
| Cargo Solutions | 591.43 | 579.76 |
| **Total** | **46,904.10** | **36,810.29** |

**Remaining performance obligations**

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially satisfied) performance obligations, along with the broad time band for the expected time to recognize those revenues, the Company has applied the practical expedient in Ind AS 115. Accordingly, the Company has not disclosed the aggregate transaction price allocated to unsatisfied (or partially satisfied) performance obligations which pertain to contracts where revenue recognised corresponds to the value transferred to customer typically involving time and material, outcome based and event based contracts.

Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revalidations of the estimates, economic factors (changes in currency rates, tax laws etc). The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is approx. ₹ 5,120.63 lakhs (30 June 2022: ₹ 2,800.70 lakhs) out of which approx. 59.52% (30 June 2022: approx. 67.74%) is expected to be recognised as revenue in the next year and the balance thereafter.

**Contract asset and liabilities**

During the year ended 30 June 2023, the Company recognized revenue of ₹ 553.34 lakhs out of opening gross deferred revenue of ₹ 1,004.05 lakhs.

During the year ended 30 June 2023, ₹ 2,071.06 lakhs of unbilled revenue (contract assets) which had an amount of ₹ 2,084.74 lakhs as at 01 July 2022, has been billed on completion of milestones and services.

## Notes to the consolidated financial statements *(Continued)*

**Reconciliation of revenue recognised with the contracted price is as follows:**

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Contracted price | 47,057.45 | 36,810.29 |
| Reductions towards variable consideration components | 153.35 | - |
| **Revenue recognised** | **46,904.10** | **36,810.29** |

The reduction towards variable consideration comprises of volume discounts.

### 25 Other income

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Foreign exchange gain, including gain on forward contracts (net) | **227.56** | 204.67 |
| Dividend from mutual funds | **229.69** | 89.12 |
| Gain on fair valuation of Investments | **24.53** | 13.11 |
| Lease modification adjustments | **-** | 129.13 |
| Profit on sale of property, plant and equipment, net | **27.66** | 14.56 |
| Interest income on deposit with banks | **126.24** | 83.32 |
| Interest income others | **24.58** | 29.50 |
| Miscellaneous income | **256.84** | 221.66 |
| | **917.10** | 785.07 |

### 26 Employee benefits expense

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Salaries, wages and bonus | **14,049.73** | 13,229.45 |
| Contribution to Provident fund and other funds (refer note 31) | **640.66** | 542.14 |
| Staff welfare expenses | **442.13** | 387.35 |
| Less: Product development cost capitalised | **(346.26)** | (377.84) |
| | **14,786.26** | 13,781.10 |

### 27 Depreciation and amortisation expenses

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Depreciation on property, plant and equipment (refer note 3) | **1,628.83** | 1,726.85 |
| Depreciation on right-of-use assets (refer note 32) | **748.08** | 856.95 |
| Amortisation on other intangible assets (refer note 4) | **1,002.18** | 958.61 |
| | **3,379.09** | 3,542.41 |

## Notes to the consolidated financial statements *(Continued)*

### 28 Other expenses

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Advertisement and sales promotion | **2,117.96** | 1,372.98 |
| Payments to auditors (refer footnote below) | **187.32** | 131.13 |
| Communication and connectivity charges | **586.10** | 492.53 |
| Commission and brokerage | **22.93** | - |
| Director's commission | **6.00** | 8.00 |
| Director's sitting fees | **21.78** | 25.36 |
| Contribution to corporate social responsibility (refer note 40) | **179.14** | 213.00 |
| Insurance | **74.87** | 55.03 |
| Legal and professional fees | **230.27** | 277.13 |
| Management fees | **3,006.36** | 1,700.12 |
| Power, fuel and water charges | **148.36** | 148.77 |
| (Reversal) for doubtful debts | **57.69** | (433.83) |
| Bad debts written off | **24.39** | 402.88 |
| Impairment of right-of-use asset | **-** | 77.60 |
| Rates and taxes (net) | **(66.30)** | 128.99 |
| Withholding taxes written off | **97.09** | 291.79 |
| Income accrued written off | **-** | 190.99 |
| Rent (refer note 32) | **34.29** | 26.95 |
| Repairs and maintenance : | | |
| - Machinery | **509.25** | 416.76 |
| - Others | **189.08** | 197.71 |
| Software and maintenance | **3,787.61** | 2,083.12 |
| Technical consultants charges | **1,686.71** | 1,551.66 |
| Travelling and conveyance | **403.67** | 123.97 |
| Miscellaneous expenses | **319.89** | 180.87 |
| Less: Product development cost capitalised | **(24.52)** | (28.74) |
| | **13,599.94** | 9,634.77 |
| **Payments to auditors** | | |
| - For audit | **74.82** | 70.25 |
| - For taxation matters # | **90.73** | 55.15 |
| - For other services | **12.94** | 3.03 |
| - For reimbursement of expenses | **8.83** | 2.70 |
| | **187.32** | 131.13 |

# Includes payment towards Tax audit amounting to ₹ 7.98 lakhs (30 June 2022: ₹ 7.5 lakhs)

## Notes to the consolidated financial statements *(Continued)*

### 29 Earning per equity share (EPS)

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Profit after tax attributable to equity shareholders (A) | **12,672.36** | 7,618.77 |
| Number of equity shares at the beginning of the year | **14,926,261** | 14,926,261 |
| Number of equity shares outstanding at the end of the year | **14,926,261** | 14,926,261 |
| Weighted average number of equity shares outstanding during the year (B) | **14,926,261** | 14,926,261 |
| **Basic and diluted EPS:** | | |
| Basic earnings per share (A / B) | **84.90** | 51.04 |
| Diluted earnings per share (A / B) | **84.90** | 51.04 |
| Face value per share (₹) | **10.00** | 10.00 |

### 30 Income taxes

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| **A. Amounts recognised in statement of profit or loss** | | |
| **Current tax** | | |
| a) Current tax | **4,368.02** | 2,809.26 |
| **Deferred tax:** | | |
| Attributable to: | | |
| b) Origination and reversal of temporary difference | **3.68** | (104.89) |
| | **4,371.70** | 2,704.37 |
| **B. Income tax recognised in other comprehensive income** | **127.35** | (4.93) |
| **C. Reconciliation of effective tax rate** | | |
| Profit before tax | **17,044.06** | 10,323.14 |
| Tax Rate | **25.168%** | 25.168% |
| Tax using the Company's domestic tax rate | **4,289.64** | 2,598.13 |
| Tax exempt income - income eligible for deduction | **(40.68)** | (216.55) |
| Non-deductible expenses | **45.80** | 60.73 |
| Differences in tax rates in foreign jurisdictions | **101.44** | 264.50 |
| Others | **(24.50)** | (2.44) |
| Effective tax charge | **4,371.70** | 2,704.37 |
| Current tax | **4,368.02** | 2,809.26 |
| Deferred tax | **3.68** | (104.89) |
| Tax expense reported in the statement of profit and loss | **4,371.70** | 2,704.37 |

## Notes to the consolidated financial statements *(Continued)*

### D. Recognised deferred tax assets and liabilities

**Movement in temporary differences:**

(₹ in lakhs)

| | Balance as at 1 July 2021 | Recognised in profit or loss during 2021-22 | Recognised in OCI during 2021-22 | Balance as at 30 June 2022 | Recognised in profit or loss during 2022-23 | Recognised in OCI during 2022-23 | Balance as at 30 June 2023 |
|---|---|---|---|---|---|---|---|
| **Deferred tax assets arising on account of:** | | | | | | | |
| Provision for compensated absences | 177.57 | (4.85) | - | 172.72 | **47.64** | - | **220.36** |
| Allowance for doubtful debts | 57.47 | (49.68) | - | 7.79 | **(5.47)** | - | **2.32** |
| Difference between tax and book value of Property, plant and equipment | 191.57 | 124.04 | - | 315.61 | **187.11** | - | **502.72** |
| Mark to market loss on derivative instruments | 13.05 | 44.19 | - | 57.24 | **(57.24)** | - | - |
| Lease liability (net of right-of-use asset) | 268.21 | (51.90) | - | 216.31 | **(86.83)** | - | **129.48** |
| Others | 88.85 | 38.46 | (4.93) | 122.38 | **(44.31)** | **127.35** | **205.42** |
| **Less: Deferred tax liability arising on account of:** | | | | | | | |
| Mark to market gain on derivative instruments | (7.16) | 7.16 | - | - | **(48.81)** | - | **(48.81)** |
| Others | (13.47) | (2.53) | - | (16.00) | **4.23** | - | **(11.77)** |
| **Total** | **776.09** | **104.89** | **(4.93)** | **876.05** | **(3.68)** | **127.35** | **999.72** |

### E. Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom. This is long term capital loss which can only be set-off against future long term capital gain, which cannot be predicted.

(₹ lakhs)

| | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Gross amount | Unrecognised tax effect | Gross amount | Unrecognised tax effect |
| Tax losses (Long term capital loss) | **1,886.39** | **431.61** | 1,886.39 | 431.61 |
| **Total** | **1,886.39** | **431.61** | 1,886.39 | 431.61 |

### F. Tax losses carried forward

Tax losses for which no deferred tax asset was recognised expire as follows:

(₹ lakhs)

| | 30 June 2023 | Expiry date (FY) | 30 June 2022 | Expiry date (FY) |
|---|---|---|---|---|
| Long term capital loss - FY 2015-16 | **1,886.39** | 2023-24 | 1,886.39 | 2023-24 |

## Notes to the consolidated financial statements *(Continued)*

### 31 Employee benefits

**Defined contribution plan**

The Company makes contributions in respect of qualifying employees towards Provident Fund and other funds. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognized as an expense towards contribution to Provident Fund and other funds for the year aggregated to ₹ 518.30 lakhs (30 June 2022: ₹ 408.51 lakhs).

**Defined benefit plan**

The Company provides for gratuity, a defined benefit retirement plan. The present value of the defined benefit liability, and the related current service cost and past service cost, are measured using the projected unit. The Company provides the gratuity benefit through annual contributions to a fund managed by the Life Insurance Corporation of India (LIC). LIC administers the plan and determines the contribution required to be paid by the Company. No other retirement benefits are provided to these employees.

**Investment risk**

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

**Interest rate risk**

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

**Demographic risk**

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

**Salary escalation risk**

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

| | 30 June 2023<br>₹ lakhs | 30 June 2022<br>₹ lakhs |
|---|---|---|
| **Changes in present value of obligations** | | |
| **a) Liability recognised in the balance sheet** | | |
| i) Present value of obligation | | |
| Opening balance | **1,242.96** | 1,219.35 |
| Current service cost | **129.26** | 123.85 |
| Interest cost | **91.29** | 76.76 |
| Re-measurement (or Actuarial) (gain) / loss arising from: | | |
| - change in demographic assumptions | **-** | - |
| - change in financial assumptions | **454.20** | (75.74) |
| - experience variance (i.e. Actual experience vs assumptions) | **53.57** | 58.05 |
| Benefits paid | **(153.07)** | (159.31) |
| Closing balance (i) | **1,818.21** | 1,242.96 |
| ii) Fair value of plan assets | | |
| Opening balance | **1,117.55** | 1,067.12 |
| Investment Income | **82.08** | 67.18 |
| Employer's contributions | **118.05** | 140.65 |

## Notes to the consolidated financial statements *(Continued)*

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Return on plan assets | **1.78** | 1.91 |
| Benefits paid | **(153.07)** | (159.31) |
| Closing balance (ii) | **1,166.39** | 1,117.55 |
| **Net liability recognised in the balance sheet (i-ii)** | **651.82** | 125.41 |
| **b) Expenses recognised in statement of profit and loss** | | |
| Current service cost | **129.26** | 123.85 |
| Net interest cost/ (income) on the net defined benefit liability/ (asset) | **9.21** | 9.58 |
| Expenses recognised in statement of profit and loss | **138.47** | 133.43 |
| **c) Expenses recognised in other comprehensive income** | | |
| Actuarial (gain)/ loss on obligations | | |
| - change in demographic assumptions | **-** | - |
| - change in financial assumptions | **454.20** | (75.74) |
| - experience variance (i.e. Actual experiences assumptions) | **53.57** | 58.05 |
| Return on plan assets | **(1.78)** | (1.91) |
| **Total** | **505.99** | (19.60) |
| **d) Break up of Plan assets** | | |
| LIC of India - Insurer Managed Fund | **100%** | 100% |
| **e) Maturity Profile of Defined Benefit Obligation** | | |
| Expected cash flows over the next 5 years: | | |
| Year 1 | **257.06** | 201.98 |
| Year 2 | **229.09** | 192.11 |
| Year 3 | **198.83** | 180.56 |
| Year 4 | **218.61** | 148.50 |
| Year 5 | **188.52** | 157.70 |
| **f) Principal actuarial assumptions** | | |
| Rate of discounting | **7.23%** | 7.35% |
| Rate of increase in basic salary | **10.00%** | 5.00% |
| Attrition rate | **13.00%** | 13.00% |
| Weighted average duration (based on discounted cashflows) | **7 years** | 5 years |
| Mortality | **Indian Assured Lives Mortality (2012-14) ultimate** | Indian Assured Lives Mortality (2012-14) ultimate |
| Normal retirement age | **58 years** | 58 years |

The Company estimates that the balance amount to be contributed to the gratuity fund during the financial year 2023-24 will be ₹ 844.44 lakhs.

## Notes to the consolidated financial statements *(Continued)*

**Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, attrition rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

(₹ lakhs)

| Particulars | 30 June 2023 | | 30 June 2022 | |
|---|---|---|---|---|
| | Decrease | Increase | Decrease | Increase |
| Discount Rate (- / + 1%) | **1,943.55** | **1,706.44** | 1,314.84 | 1,177.93 |
| Salary Growth Rate (- / + 1%) | **1,714.13** | **1,930.07** | 1,178.10 | 1,312.48 |
| Attrition Rate (- / + 50%) | **1,974.16** | **1,733.66** | 1,167.20 | 1,283.43 |
| Mortality Rate (- / + 10%) | **1,818.58** | **1,817.84** | 1,242.69 | 1,243.22 |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

**Compensated absences**

Compensated absences as at balance sheet date, determined on the basis of actuarial valuation based on the 'Projected unit credit method' is as below:

| | 30 June 2023 ₹ lakhs | 30 June 2022 ₹ lakhs |
|---|---|---|
| Current provisions (refer note 21) | **205.38** | 154.39 |
| Non-current provisions (refer note 18) | **670.18** | 531.88 |
| | **875.56** | 686.27 |

The amount charged to the Statement of Profit and Loss is ₹ 292.25 lakhs (30 June 2022: ₹ 59.85 lakhs)

| | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Principal actuarial assumptions** | | |
| Rate of discounting | **7.23%** | 7.35% |
| Rate of increase in salary cost to company | **10.00%** | 10.00% |
| Attrition rate | **13.00%** | 13.00% |
| Weighted average duration (based on discounted cashflows) | **4 years** | 4 years |
| Mortality | **Indian Assured Lives Mortality (2012-14) ultimate** | Indian Assured Lives Mortality (2012-14) ultimate |
| Normal retirement age | **58 years** | 58 years |

## Notes to the consolidated financial statements *(Continued)*

### 32 Leases

The Company has entered into non-cancellable leases for office premises. Effective 1 July, 2019 the Company has adopted Ind AS 116.

Following are the changes in the carrying value of right of use assets for the year ended 30 June 2023:

| Particulars | Leasehold premises ₹ lakhs |
|---|---|
| Balance as of 1 July 2021 | 2,819.45 |
| Additions of right-of-use assets | 60.38 |
| Impairment of right-of-use assets | (77.60) |
| Impact of lease modification | (308.30) |
| Amortisation | (856.95) |
| Balance as of 1 July 2022 | 1,636.98 |
| Additions of right-of-use assets | 70.85 |
| Amortisation | (748.08) |
| **Balance as of 30 June 2023** | **959.75** |

The following is the break-up of current and non-current lease liabilities as at 30 June 2023:

| Particulars | As at 30 June 2023 ₹ lakhs | As at 30 June 2022 ₹ lakhs |
|---|---|---|
| Current lease liabilities | 1,099.82 | 1,083.92 |
| Non-current lease liabilities | 363.71 | 1,412.51 |
| **Total** | **1,463.53** | **2,496.43** |

The weighted average incremental borrowing rate of 10.25% has been applied to lease liabilities recognised in the Balance Sheet at the date of initial application. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

The following is the movement in lease liabilities:

| Particulars | ₹ lakhs |
|---|---|
| Balance as of 1 July 2021 | 3,885.13 |
| Additions during the year | 52.08 |
| Finance cost accrued during the period | 343.46 |
| Payment of lease liabilities | (1,346.82) |
| Lease waiver | (437.42) |
| Balance as of 30 June 2022 | 2,496.43 |
| Additions during the year | 62.83 |
| Finance cost accrued during the period | 206.67 |
| Payment of lease liabilities | (1,302.40) |
| Balance as of 30 June 2023 | **1,463.53** |

## Notes to the consolidated financial statements *(Continued)*

### Financial instruments – Leases *(Continued)*

**Amount recognized in Statement of Profit and Loss:**

| Particulars | As at 30 June 2023 ₹ lakhs | As at 30 June 2022 ₹ lakhs |
|---|---|---|
| Interest on lease liabilities | 206.67 | 343.46 |
| Depreciation on right-of-use assets | 748.08 | 856.95 |
| **Total** | **954.75** | **1,200.41** |

Rental expense recorded for short-term leases was ₹ 34.29 lakhs for the year ended 30 June 2023 (30 June 2022: ₹ 26.95 lakhs).

The total cash outflow for leases is ₹ 1,336.69 lakhs for the year ended 30 June 2023, including cash outflow of short-term leases (30 June 2022: ₹ 1,376.63 lakhs).

The Company has lease term extension options that are not reflected in the measurement of lease liabilities. The present value of future cash outflows for such extension periods as at 30 June 2023 is ₹ 4,801.19 lakhs.

The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

### 33 Financial instruments

**Financial instruments – Fair values and risk management**

**A. Accounting classification and fair values**

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosure are required):

(₹ lakhs)

| 30 June 2023 | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial assets** | | | | | | | | | |
| Investments in Shares of Co-operative Banks | 5 | 0.10 | - | - | 0.10 | - | - | 0.10 | 0.10 |
| Non current lease deposits | 6 | - | - | 300.96 | 300.96 | - | - | - | - |
| Other deposits | 6 | - | - | 52.13 | 52.13 | - | - | - | - |
| Current investments | 10 | 5,972.62 | - | - | 5,972.62 | 5,972.62 | - | - | 5,972.62 |
| Trade receivables | 11 | - | - | 7,698.61 | 7,698.61 | - | - | - | - |
| Unbilled receivables | | - | - | 1,079.32 | 1,079.32 | - | - | - | - |
| Cash and cash equivalents | 12 | - | - | 4,471.22 | 4,471.22 | - | - | - | - |
| Other bank balances | 13 | - | - | 1,133.73 | 1,133.73 | - | - | - | - |
| Current lease deposits | 14 | - | - | 20.93 | 20.93 | - | - | - | - |
| Derivative financial assets - current | 14 | 193.93 | - | - | 193.93 | - | 193.93 | - | 193.93 |
| Other current financial assets | 14 | - | - | 26.24 | 26.24 | - | - | - | - |
| | | **6,166.65** | **-** | **14,783.14** | **20,949.79** | **5,972.62** | **193.93** | **0.10** | **6,166.65** |

## Notes to the consolidated financial statements *(Continued)*

### Financial instruments – Fair values and risk management *(Continued)*

| 30 June 2023 | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial liabilities** | | | | | | | | | |
| Lease Liability - non current #### | 32 | - | - | 363.71 | 363.71 | - | - | - | - |
| Trade payables | 19 | - | - | 3,100.37 | 3,100.37 | - | - | - | - |
| Lease Liability - current #### | 32 | - | - | 1,099.82 | 1,099.82 | - | - | - | - |
| Other current financial liabilities | 20 | - | - | 1,780.20 | 1,780.20 | - | - | - | - |
| | | **-** | **-** | **6,344.10** | **6,344.10** | **-** | **-** | **-** | **-** |

#### Fair value measurement of lease liabilities is not required.

| 30 June 2022 | Note No. | Carrying amount | | | | Fair value | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | FVTPL | FVTOCI | Amortised Cost | Total | Level 1 | Level 2 | Level 3 | Total |
| **Financial assets** | | | | | | | | | |
| Investments in Shares of Co-operative Banks | 5 | 0.10 | - | - | 0.10 | - | - | 0.10 | 0.10 |
| Non current lease deposits | 6 | - | - | 306.81 | 306.81 | - | - | - | - |
| Other non-current financial assets | 6 | - | - | 6.55 | 6.55 | - | - | - | - |
| Other deposits | 6 | - | - | 75.32 | 75.32 | - | - | - | - |
| Current investments | 10 | 5,208.18 | - | - | 5,208.18 | 5,208.18 | - | - | 5,208.18 |
| Trade receivables | 11 | - | - | 6,808.32 | 6,808.32 | - | - | - | - |
| Unbilled receivables | | - | - | 574.13 | 574.13 | - | - | - | - |
| Current lease deposits | 14 | - | - | 64.66 | 64.66 | - | - | - | - |
| Cash and cash equivalents | 12 | - | - | 3,014.08 | 3,014.08 | - | - | - | - |
| Other bank balances | 13 | - | - | 3,428.51 | 3,428.51 | - | - | - | - |
| Other current financial assets | 14 | - | - | 32.46 | 32.46 | - | - | - | - |
| | | **5,208.28** | **-** | **14,310.84** | **19,519.12** | **5,208.18** | **-** | **0.10** | **5,208.28** |
| **Financial liabilities** | | | | | | | | | |
| Lease Liability - non current #### | | - | - | 1,412.51 | 1,412.51 | - | - | - | - |
| Trade payables | 19 | - | - | 1,994.40 | 1,994.40 | - | - | - | - |
| Lease Liability - current #### | | - | - | 1,083.92 | 1,083.92 | - | - | - | - |
| Derivative financial liabilities – current | 20 | 227.45 | - | - | 227.45 | - | 227.45 | - | 227.45 |
| Other current financial liabilities | 20 | - | - | 1,699.11 | 1,699.11 | - | - | - | - |
| | | **227.45** | **-** | **6,189.94** | **6,417.39** | **-** | **227.45** | **-** | **227.45** |

#### Fair value measurement of lease liabilities is not required.

## Notes to the consolidated financial statements *(Continued)*

**Financial instruments – Fair values and risk management *(Continued)***

**B. Measurement of fair values**

Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This includes listed equity instruments, traded debentures and mutual funds that have quoted price/ declared NAV.

The financial instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a range of possible fair value measurements and the cost represents estimate of fair value within that range. The carrying value of financial instruments measured at amortized cost approximates their fair value.

**C. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;

- Liquidity risk; and

- Market risk

**i. Risk management framework**

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

**ii. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, unbilled receivables and investment securities. Credit risk is managed through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date:

## Notes to the consolidated financial statements *(Continued)*

### Financial instruments – Fair values and risk management *(Continued)*

(₹ lakhs)

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Investments | **5,972.72** | 5,208.28 |
| Trade receivables | **7,698.61** | 6,808.32 |
| Unbilled receivables | **1,079.32** | 574.13 |
| Cash and cash equivalents | **4,471.22** | 3,014.08 |
| Other bank balances | **1,133.73** | 3,428.51 |
| Other financial assets | **594.19** | 485.80 |
| | **20,949.79** | 19,519.12 |

The Company does not expect any credit risk on the amount recoverable from related parties.

**Trade receivables**

The Company’s exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. Financial Assets are written off when there is no reasonable expectation of recovery from the customer.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ lakhs)

| | As at 30 June 2023 | As at 30 June 2022 |
|---|---|---|
| Neither past due nor impaired | **-** | - |
| Past due but not impaired | **6,358.61** | 5,813.15 |
| Past due 1–90 days | **1,067.89** | 659.09 |
| Past due 91–180 days | **50.54** | 131.59 |
| Past due 181–270 days | **26.80** | 16.16 |
| Past due 271–365 days | **12.44** | 0.01 |
| Past due more than 365 days | **182.33** | 188.32 |
| | **7,698.61** | 6,808.32 |

**Expected credit loss assessment:**

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given the critical nature of the services of the Company to its customers, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss as at 30 June, 2023 relates to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

## Notes to the consolidated financial statements *(Continued)*

### Financial instruments – Fair values and risk management *(Continued)*

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

| | (₹ lakhs) |
|---|---|
| Balance as at 1 July 2021 | **495.21** |
| Impairment loss recognised during the year | **(30.95)** |
| Amounts written off during year | **(402.88)** |
| Effect of exchange differences | **(3.29)** |
| Balance as at 30 June 2022 | **58.09** |
| Impairment loss recognised during the year | **82.08** |
| Amounts written off during year | **(24.39)** |
| Effect of exchange differences | **3.75** |
| Balance as at 30 June 2023 | **119.53** |

Unbilled receivables is ₹ 1,079.32 lakhs and ₹ 574.13 lakhs as at 30 June 2023 and 30 June 2022 respectively. The Company's unbilled receivables generally ranges from 30 – 90 days.

Three customers accounted individually for more than 10% of the accounts receivable for the year ended 30 June 2023 (30 June 2022: Two customers accounted for more than 10% of accounts receivable). Two customers accounted individually for more than 10% of the unbilled receivable and contract asset for the year ended 30 June 2023 (30 June 2022: Two customers accounted for more than 10% of unbilled receivable and contract asset).

**Cash and cash equivalents and mutual funds**

The Company held cash and cash equivalents and mutual funds with credit worthy banks and financial institutions of ₹ 10,443.84 lakhs as at 30 June 2023 (30 June 2022: ₹ 8,222.26 lakhs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

**iii. Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

**Exposure to liquidity risk**

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

* all non derivative financial liabilities
* Derivative financial instruments for which the contractual maturities are essential for understanding the timing of the cash flows.

## Notes to the consolidated financial statements *(Continued)*

### Financial instruments – Fair values and risk management *(Continued)*

(₹ lakhs)

| | Contractual cash flows | | | | |
|---|---|---|---|---|---|
| | 1 year or less | 1-2 years | 2-5 years | More than 5 years | Total |
| **As at 30 June 2023** | | | | | |
| **Non-derivative financial liabilities** | | | | | |
| Trade and other payables | 3,100.37 | - | - | - | 3,100.37 |
| Lease liability - non current | - | 363.44 | 35.67 | - | 399.11 |
| Lease liability - current | 1,198.02 | - | - | - | 1,198.02 |
| Other current financial liabilities | 1,780.20 | - | - | - | 1,780.20 |
| **As at 30 June 2022** | | | | | |
| **Non-derivative financial liabilities** | | | | | |
| Trade and other payables | 1,994.40 | - | - | - | 1,994.40 |
| Lease liability - non current | - | 1,517.45 | 8.34 | - | 1,525.79 |
| Lease liability - current | 1,286.39 | - | - | - | 1,286.39 |
| Other current financial liabilities | 1,699.11 | - | - | - | 1,699.11 |
| **Derivative financial liabilities** | | | | | |
| **Forward exchange contracts (gross settled)** | | | | | |
| - Outflow | (11,998.33) | - | - | - | (11,998.33) |
| - Inflow | 11,770.88 | - | - | - | 11,770.88 |

### iv. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

**Currency risk**

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account and equity, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD, SGD, GBP and Euro against the respective functional currencies of the Company and its subsidiaries.

The Company, as per its risk management policy, uses forward contract derivative instruments primarily to hedge foreign exchange. The Company does not use derivative financial instruments for trading or speculative purposes.

## Notes to the consolidated financial statements *(Continued)*

### Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk is as follows:

(₹ lakhs)

| | EURO | GBP | USD | SGD |
|---|---|---|---|---|
| **As at 30 June 2023** | | | | |
| Trade receivables | **158.22** | **544.71** | **5,757.50** | **140.47** |
| Unbilled receivables and Contract asset | **71.32** | **187.16** | **1,847.97** | **114.62** |
| EEFC accounts | **0.01** | **0.01** | **0.01** | **-** |
| Trade payables | **(1.13)** | **(0.86)** | **(1,697.33)** | **-** |
| **Net statement of financial position exposure** | **228.42** | **731.02** | **5,908.15** | **255.09** |
| Forward exchange contracts | **-** | **-** | **4,928.34** | **-** |
| **Net exposure** | **228.42** | **731.02** | **979.81** | **255.09** |
| **As at 30 June 2022** | | | | |
| Trade receivables | 54.60 | 353.78 | 5,378.28 | 86.77 |
| Unbilled receivables and Contract asset | 9.40 | 105.12 | 112.40 | 16.05 |
| EEFC accounts | - | 0.65 | 109.78 | - |
| Trade payables | (4.88) | (0.81) | (940.55) | - |
| **Net statement of financial position exposure** | 59.12 | 458.74 | 4,659.91 | 102.82 |
| Forward exchange contracts | - | - | 6,567.92 | - |
| **Net exposure** | 59.12 | 458.74 | (1,908.01) | 102.82 |

### Sensitivity analysis

A 10% strengthening/ weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

**(₹ lakhs)**

| Currency | 30 June 2023 Profit or loss | | 30 June 2022 Profit or loss | |
|---|---|---|---|---|
| | Strengthe-ning | Weakening | Strengthe-ning | Weakening |
| EUR | **22.84** | **(22.84)** | 5.91 | (5.91) |
| GBP | **73.10** | **(73.10)** | 45.87 | (45.87) |
| USD | **97.98** | **(97.98)** | (190.80) | 190.80 |
| SGD | **25.51** | **(25.51)** | 10.28 | (10.28) |

(Note: The impact is indicated on the profit/ loss before tax basis)

### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company has no borrowings from banks and financial institutions. The Company has margin money deposit with bank at fixed interest rate. Any movement in the market interest rate is not expected to significantly impact the fair value of deposits.

### Capital Management

The Company’s policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has adequate cash and bank balances and has no debt. The company monitors its capital by a careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

## Notes to the consolidated financial statements *(Continued)*

### 34 Segment reporting

Based on the "management approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance as a single business segment namely travel and transportation vertical. The Company's CODM is Managing Director.

**Geographic segments**

| Continents | Country |
|---|---|
| Asia Pacific | India, Afghanistan, Australia, Bangladesh, China, Hong Kong, Indonesia, Malaysia, Maldives, New Zealand, Philippines, Singapore, South Korea, Sri Lanka, Taiwan, Thailand, Vietnam, Fiji, Japan, Seychelles, Sultanate of Brunei |
| Middle East and Africa | Bahrain, Morocco, Kenya, Lebanon, Rwanda, Saudi Arabia, Tanzania, UAE, Kuwait, Namibia |
| Americas | Argentina, Bolivia, Brazil, Canada, Chile, USA, Colombia, Mexico |
| Europe | France, Romania, Malta, Portugal, Spain, Turkey, UK, Germany, Greece, Italy, Luxembourg, Poland |

**Segment revenues**

**Continent wise geographical revenue and Non current assets** (₹ lakhs)

| Continent | Revenue | | Non-current assets | |
|---|---|---|---|---|
| | For the year ended 30 June 2023 | For the year ended 30 June 2022 | As at 30 June 2023 | As at 30 June 2022 |
| Asia Pacific | **16,453.19** | **10,728.57** | 7,915.99 | 9,231.77 |
| Middle East and Africa | **6,970.92** | **6,624.14** | - | - |
| Americas | **15,321.98** | **12,117.31** | 198.88 | 217.81 |
| Europe | **8,158.01** | **7,340.27** | 3,318.76 | 3,056.65 |
| **Total** | **46,904.10** | **36,810.29** | 11,433.63 | 12,506.23 |

**Major customer:**

One customer accounted for more than 10% of the revenue for the year ended 30 June 2023 (30 June 2022: Two customers accounted for more than 10% of the total revenue)

### 35 Related party transactions

**A. Related party disclosures**

| Related parties where control exists | Name |
|---|---|
| Ultimate controlling entity | Vista Equity Partners Perennial, L.P. |
| | Vista Equity Partners Perennial A, L.P. |
| | Vista Equity Partners Perennial Equity, L.P. |
| | Vista Co-Invest 2018-2, L.P. |
| Ultimate holding company | Accelya Group Topco Limited |
| Intermediate Holding Company | Accelya Group Holdco Limited |
| | Accelya Group Midco 1 Limited |
| | Accelya Group Midco 2 Limited |
| | Aurora Lux Finco S.a.r.l. |
| | Accelya Group Bidco Limited |

## Notes to the consolidated financial statements *(Continued)*

### 35 Related party transactions *(Continued)*

| Related parties where control exists | Name |
|---|---|
| | Accelya Global Limited *(formerly known as Accelya Topco Limited)* |
| | Accelya Holdco Limited |
| | Accelya Finco Limited |
| | Accelya Midco Limited |
| | Accelya Bidco Limited |
| Holding Company | Accelya Holding World S.L.U. |
| Fellow subsidiaries | Accelya World S.L.U. |
| | Accelya UK Limited |
| | Accelya France SAS |
| | Accelya Middle East FZE |
| | Accelya Services India Private Limited |
| | Accelya US Inc. *(merged with Farelogix Inc. w.e.f. 30 June 2022)* |
| | *Farelogix Inc. (name changed to Accelya US Inc. w.e.f. 30 June 2022)* |
| Key management personnel | James Davidson - Chairman and Non-executive Non-Independent Director |
| | Shrimanikandan Ananthavaidhyanathan - Managing Director *(appointed w.e.f. 01 July 2021 and resigned w.e.f. 31 May 2022)* |
| | Gurudas Shenoy - Managing Director *(appointed w.e.f. 01 July 2022)* |
| | Uttamkumar Bhati - Chief Financial Officer |
| | Ninad Umranikar - Company Secretary |
| | Sekhar Natarajan - Independent Director *(retired w.e.f. 6 July 2021)* |
| | Nani Javeri - Independent Director *(retired w.e.f. 7 July 2023)* |
| | Sangeeta Singh - Independent Director |
| | Jose Maria Hurtado - Non-executive Non-Independent Director |
| | Amol Gupte - Independent Director *(appointed w.e.f. 20 May 2021 and resigned w.e.f. 25 May 2022)* |
| | Saurav Adhikari - Independent Director *(appointed w.e.f. 2 August 2022)* |
| | Meena Jagtiani - Independent Director *(appointed w.e.f. 27 June 2023)* |

## Notes to the consolidated financial statements *(Continued)*

### 35 Related party transactions *(Continued)*

### B. Transactions with related parties

(₹ lakhs)

| Nature of transactions | Year ended | Intermediate holding | Holding | Fellow subsidiaries | Key management personnel | Total |
|---|---|---|---|---|---|---|
| Services rendered by the Company | 30 June 2023 | **482.19** | **-** | **11,514.80** | **-** | **11,996.99** |
| | 30 June 2022 | 1,259.77 | - | 10,577.14 | - | 11,836.91 |
| Services received by the Company | 30 June 2023 | **4,689.49** | **-** | **3,288.25** | **-** | **7,977.74** |
| | 30 June 2022 | 2,544.23 | - | 1,729.94 | - | 4,274.17 |
| Claims raised for expenses | 30 June 2023 | **188.45** | **-** | **2,026.72** | **-** | **2,215.17** |
| | 30 June 2022 | 155.07 | - | 2,196.34 | - | 2,351.41 |
| Claims received for expenses | 30 June 2023 | **418.26** | **-** | **137.98** | **-** | **556.24** |
| | 30 June 2022 | 199.62 | - | 4.88 | - | 204.50 |
| Remuneration | 30 June 2023 | **-** | **-** | **-** | **332.00** | **332.00** |
| | 30 June 2022 | - | - | - | 431.68 | 431.68 |
| Sitting fees | 30 June 2023 | **-** | **-** | **-** | **17.70** | **17.70** |
| | 30 June 2022 | - | - | - | 21.60 | 21.60 |
| Commission | 30 June 2023 | **-** | **-** | **-** | **6.00** | **6.00** |
| | 30 June 2022 | - | - | - | 8.00 | 8.00 |
| Dividend paid | 30 June 2023 | **-** | **8,914.64** | **-** | **0.12** | **8,914.76** |
| | 30 June 2022 | - | 3,788.72 | - | -* | 3,788.72 |
| **Balances outstanding** | **As at:** | | | | | |
| Payable | 30 June 2023 | **1,452.63** | **-** | **972.87** | **-** | **2,425.50** |
| | 30 June 2022 | 741.28 | - | 610.31 | - | 1,351.59 |
| Trade receivables | 30 June 2023 | **146.74** | **-** | **3,003.66** | **-** | **3,150.40** |
| | 30 June 2022 | 371.13 | - | 2,857.32 | - | 3,228.45 |
| Unbilled receivables | 30 June 2023 | **-** | **-** | **530.87** | **-** | **530.87** |
| | 30 June 2022 | 7.84 | - | 64.77 | - | 72.61 |

* less than ₹ 500

## Notes to the consolidated financial statements *(Continued)*

### 35 Related party transactions *(Continued)*

**C. Of the above items, details of related party transactions are as under:** (₹ lakhs)

| Nature of transaction | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Services rendered by the Company** | | |
| Accelya Holding World S.L.U. | **4,777.59** | 3,949.37 |
| Accelya France SAS | **524.58** | 383.36 |
| Accelya UK Ltd | **1,342.50** | 951.71 |
| Accelya Middle East FZE | **4,229.35** | 4,622.25 |
| Accelya Services India Private Limited | **196.78** | 102.40 |
| Accelya US Inc. | **444.00** | 194.58 |
| Farelogix Inc. | **-** | 373.47 |
| Accelya Global Limited | **482.19** | 1,259.77 |
| **Services received by the Company** | | |
| Accelya World S.L.U. | **1,938.08** | 856.43 |
| Accelya France SAS | **-** | - |
| Accelya UK Ltd | **141.26** | 206.73 |
| Accelya Middle East FZE | **180.52** | 163.04 |
| Accelya Services India Private Limited | **91.36** | - |
| Accelya US Inc. | **937.03** | 316.46 |
| Farelogix Inc. | **-** | 187.28 |
| Accelya Global Limited | **4,689.49** | 2,544.23 |
| **Claims raised for expenses** | | |
| Accelya World S.L.U. | **459.89** | 626.81 |
| Accelya France SAS | **(0.05)** | 0.68 |
| Accelya UK Ltd | **10.50** | 1.16 |
| Accelya Middle East FZE | **1,076.07** | 1,132.18 |
| Accelya Services India Private Limited | **476.94** | 425.45 |
| Accelya US Inc. | **3.37** | - |
| Farelogix Inc. | **-** | 10.06 |
| Accelya Global Limited | **188.45** | 155.07 |
| **Claims received for expenses** | | |
| Accelya Services India Private Limited | **111.18** | - |
| Accelya US Inc. | **26.80** | - |
| Farelogix Inc. | **-** | 4.88 |
| Accelya Global Limited | **418.26** | 199.62 |

## Notes to the consolidated financial statements *(Continued)*

**35 Related party transactions *(Continued)*** **(₹ lakhs)**

| Nature of transaction | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Dividend paid** | | |
| Accelya Holding World S.L.U. | **8,914.64** | 3,788.72 |
| Gurudas Shenoy | **0.12** | - |
| Ninad Umranikar* | **-** | - |
| Uttamkumar Bhati* | **-** | - |
| **Remuneration** | | |
| Shrimanikandan Ananthavaidhyanathan | **-** | 295.57 |
| Gurudas Shenoy | **177.22** | - |
| Ninad Umranikar | **54.28** | 46.42 |
| Uttamkumar Bhati | **100.50** | 89.69 |
| **Sitting fees** | | |
| Nani Javeri | **5.70** | 8.10 |
| Sangeeta Singh | **7.20** | 8.10 |
| Amol Gupte | **-** | 5.40 |
| Saurav Adhikari | **4.80** | - |
| **Commission#** | | |
| Sekhar Natarajan | **-** | 1.00 |
| Nani Javeri | **2.00** | 3.00 |
| Sangeeta Singh | **2.00** | 3.00 |
| Amol Gupte | **-** | 1.00 |
| Saurav Adhikari | **2.00** | - |

* less than ₹ 500

# During the financial year 2020-21, the Board approved the commission of ₹ 2 lakhs to each Director. Accordingly, differential of ₹ 1 lakh paid to each Director during previous year.

## Notes to the consolidated financial statements *(Continued)*

(₹ lakhs)

| Balances outstanding: | As at 30 June 2023 | As at 30 June 2022 |
|---|---|---|
| **Payable** | | |
| Accelya World S.L.U. | **510.00** | 323.98 |
| Accelya UK Ltd | **30.90** | 47.55 |
| Accelya Middle East FZE | **46.91** | 38.12 |
| Accelya Services India Private Limited | **20.95** | - |
| Accelya US Inc. | **364.11** | 146.84 |
| Farelogix Inc. | **-** | 53.82 |
| Accelya Global Limited | **1,452.63** | 741.28 |
| **Trade receivables** | | |
| Accelya World S.L.U. | **1,382.80** | 934.60 |
| Accelya France SAS | **109.52** | 124.65 |
| Accelya UK Ltd | **332.52** | 233.54 |
| Accelya Middle East FZE | **1,033.02** | 1,235.22 |
| Accelya Services India Private Limited | **55.06** | 203.40 |
| Accelya US Inc. | **90.74** | 45.07 |
| Farelogix Inc. | **-** | 80.84 |
| Accelya Global Limited | **146.74** | 371.13 |
| **Unbilled receivables** | | |
| Accelya World S.L.U. | **99.54** | 6.88 |
| Accelya France SAS | **-** | 0.05 |
| Accelya UK Ltd | **-** | (0.15) |
| Accelya Middle East FZE | **394.99** | 52.79 |
| Accelya Services India Private Limited | **42.63** | 5.23 |
| Accelya US Inc. | **(6.29)** | (0.01) |
| Farelogix Inc. | **-** | (0.02) |
| Accelya Global Limited | **-** | 7.84 |

**Key management personnel** (₹ lakhs)

| | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|---|---|
| **Managerial remuneration (refer footnote below 1 and 2 below)** | | |
| Short-term employment benefits | **318.42** | 421.71 |
| Post-employment benefits | **13.58** | 9.97 |
| **Total compensation** | **332.00** | 431.68 |

**Footnote:**

1) The above figures do not include provisions for encashable leave as separate actuarial valuations are not available.

2) Payable to Managing Director, Chief Financial Officer and Company Secretary.

The Company's management is of the opinion that its international transactions with related parties are at arms length and that the Company is in compliance with the transfer pricing legislation. Based on the above, the Company's management believes that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of the provision for tax.

## Notes to the consolidated financial statements *(Continued)*

**Ultimate parent company and parent company of larger group**

The Company is a subsidiary undertaking of Accelya Group Topco Limited which is the ultimate parent company incorporated in Jersey.

The ultimate controlling party as at 30 June 2023 are various private equity funds within the portfolio of Vista Equity Partners Perennial:

Vista Equity Partners Perennial, L.P. , Vista Equity Partners Perennial A, L.P. and Vista Equity Partners Perennial Equity, L.P. , incorporated in Cayman Islands and Vista Co-Invest 2018-2 L.P. incorporated in the United States.

The largest group in which the results of the company are consolidated is that headed by Accelya Group Topco Limited. The consolidated financial statements are available to the public and may be obtained from Accelya Group Topco Limited.

The smallest group in which they are considered is that headed by Accelya Holding World S.L.U.

### 36 Capital and other commitments

(₹ lakhs)

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account, to the extent not provided (net of advances) | 72.97 | 94.40 |

### 37 Contingent liabilities

(₹ lakhs)

| | 30 June 2023 | 30 June 2022 |
|---|---|---|
| Contingent liability on account of rejection of refund of cenvat credit by Service Tax Department for which appeals have been filed (net of provision) | 112.55 | 247.39 |
| Contingent liability on account of service tax demand and penalty by Service Tax authorities towards certain transactions were chargeable to tax under Reverse Charge Mechanism pertaining to period April 2011 to March 2015. The Company has filed an appeal against the same with CESTAT. | 591.22 | 591.22 |

The Company has reviewed all its pending litigation and proceedings and has adequately provided where provision is required. The Company has disclosed contingent liabilities wherever applicable. The resolution of these legal proceedings is not likely to have a material and adverse effect on the results of operations or the financial position of the Company.

### 38 Net dividend remitted in foreign exchange

| | | |
|---|---|---|
| **Year to which the dividend relates** | **2022-23 (Interim dividend)** | 2021-22 (Interim dividend) |
| Numbers of non-resident shareholders | 12 | 12 |
| Numbers of equity shares held on which dividend was due | 11,156,636 | 11,156,636 |
| Amount remitted, net off taxes (₹ lakhs) | 3,317.91 | 1,611.55 |
| **Year to which the dividend relates** | **2021-22 (Final dividend)** | 2020-21 (Final dividend) |
| Numbers of non-resident shareholders | 12 | 12 |
| Numbers of equity shares held on which dividend was due | 11,156,636 | 11,156,636 |
| Amount remitted, net off taxes (₹ lakhs) | 4,265.88 | 1,611.55 |

## Notes to the consolidated financial statements *(Continued)*

**39 Disclosure under Micro Small and Medium Enterprises Development (MSMED) Act, 2006**

Based on information and records available, the Company has following dues to micro and small enterprises during the years ended 30 June 2023 and 30 June 2022 and as at 30 June 2023 and 30 June 2022. This has been relied upon by the auditors.

**(₹ lakhs)**

| **Particulars** | **As at 30 June 2023** | As at 30 June 2022 |
|---|---|---|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year | | |
| Principal | **157.63** | 49.58 |
| Interest | - | - |
| The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year; | - | - |
| The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006 | **2.24** | - |
| The amount of interest accrued and remaining unpaid at the end of accounting year; and | **2.24** | - |
| The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006. | - | - |

**40 Corporate Social Responsibility**

As per the Companies Act, 2013, all companies having net worth of ₹ 500 crores or more, or turnover of ₹ 1,000 crores or more or a net profit of ₹ 5 crores or more during any financial year will be required to constitute a Corporate Social Responsibility ("CSR") committee of the Board of Directors comprising three or more directors, at least one of whom shall be an independent director. The Company has constituted a committee comprising Mr. James Davidson, Mr. Nani Javeri * and Ms. Sangeeta Singh as its members. The committee is responsible for formulating and monitoring the CSR policy of the Company.

* Mr. Nani Javeri retired as an Independent Director on 7 July 2023. Ms. Meena Jagtiani, Independent Director, has replaced Mr. Nani Javeri as member of the CSR committee.

The Company has implemented CSR activities through following organizations:

- Catalysts for Social Action ("CSA"), a not-for-profit organization dedicated to the cause of child welfare and rehabilitation for children living in orphanages
- Seva Sadan Society, a Not-for-profit organization dedicated to provide care, education and vocational training to empower underprivileged girls and women to be self sufficient (upto 30 June 2022).
- Sri Sathya Sai Health & Education Trust ("Sri Sathya Sai"), a not-for-profit organisation dedicated to provide children with congenital heart diseases with free of cost treatment.

The funds were donated to CSA and Sri Sathya Sai and utilized during the year on activities which are specified in Schedule VII of the Companies Act, 2013:

a) Gross amount required to be spent by the Company during the year is ₹ 179.14 lakhs.

b) The Company's contribution to CSA, Seva Sadan Society and Sri Sathya Sai Health & Education Trust towards CSR during the year was:

   i) CSA: ₹ 152.27 lakhs (30 June 2022: ₹ 181.05 lakhs)

   ii) Seva Sadan Society: Nil (30 June 2022: ₹ 31.95 lakhs)

   iii) Sri Sathya Sai: ₹ 26.87 lakhs (30 June 2022: ₹ Nil)

## Notes to the consolidated financial statements *(Continued)*

**Details of ongoing CSR projects under Section 135(6) of the Act** (₹ lakhs)

| Balance as at 1 July 2022 | | Amount required to be spent during the year | Amount spent during the year | | Balance as at 30 June 2023 | |
|---|---|---|---|---|---|---|
| With the Company | In separate CSR unspent account | | From the Company's bank account | From separate CSR unspent account | With the Company | In separate CSR unspent account |
| - | - | - | - | - | - | - |

| Balance as at 1 July 2021 | | Amount required to be spent during the year | Amount spent during the year | | Balance as at 30 June 2022 | |
|---|---|---|---|---|---|---|
| With the Company | In separate CSR unspent account | | From the Company's bank account | From separate CSR unspent account | With the Company | In separate CSR unspent account |
| - | 13.14 | 13.14 | 13.14 | - | - | - |

**Details of CSR expenditure under Section 135(5) of the Act in respect of other than ongoing projects** (₹ lakhs)

| Balance unspent as at 1 July 2022 | Amount deposited in Specified Fund of Schedule VII of the Act within 6 months | Amount required to be spent during the year | Amount spent during the year | Balance unspent as at 30 June 2023 |
|---|---|---|---|---|
| - | - | 179.14 | 179.14 | - |

| Balance unspent as at 1 July 2021 | Amount deposited in Specified Fund of Schedule VII of the Act within 6 months | Amount required to be spent during the year | Amount spent during the year | Balance unspent as at 30 June 2022 |
|---|---|---|---|---|
| - | - | 213.00 | 213.00 | - |

**Details of excess CSR expenditure under Section 135(5) of the Act** (₹ lakhs)

| Balance excess spent as at 1 July 2022 | Amount required to be spent during the year | Amount spent during the year | Balance excess spent as at 30 June 2023 |
|---|---|---|---|
| - | 179.14 | 179.14 | - |

| Balance excess spent as at 1 July 2021 | Amount required to be spent during the year | Amount spent during the year | Balance excess spent as at 30 June 2022 |
|---|---|---|---|
| - | 213.00 | 213.00 | - |

**41 Statement pursuant to requirement of Schedule III of the Companies Act, 2013 relating Company's interest in subsidiary companies**

(₹ lakhs)

| Name of Entity | Net Assets [Total Assets - Total Liabilities] | | Share in Profit or Loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit and loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| **30 June 2023:** | | | | | | | | |
| **Parent Company** | | | | | | | | |
| Accelya Solutions India Limited | 93.19% | 25,164.35 | 93.52% | 11,850.58 | -11650.46% | (378.64) | 90.50% | 11,471.94 |
| **Subsidiaries** | | | | | | | | |
| Accelya Solutions Americas Inc | 8.64% | 2,332.67 | 5.84% | 740.67 | 2042.77% | 66.39 | 6.37% | 807.06 |
| Accelya Solutions UK Limited | 1.92% | 519.17 | 1.75% | 222.08 | 1653.23% | 53.73 | 2.18% | 275.81 |

## Notes to the consolidated financial statements *(Continued)*

| Name of Entity | Net Assets [Total Assets - Total Liabilities] | | Share in Profit or Loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | Amount | As % of consolidated profit and loss | Amount | As % of consolidated other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Accelya Solutions India Limited Employees Welfare Trust *(formerly known as Kale Consultants Limited Employees Welfare Trust)* | 1.52% | 411.70 | 0.16% | 20.65 | 0.00% | - | 0.16% | 20.65 |
| Eliminations | -5.27% | (1,424.31) | -1.28% | (161.62) | 8054.46% | 261.77 | 0.79% | 100.15 |
| **Total** | **100.00%** | **27,003.58** | **100.00%** | **12,672.36** | **100.00%** | **3.25** | **100.00%** | **12,675.61** |
| **30 June 2022:** | | | | | | | | |
| **Parent Company** | | | | | | | | |
| Accelya Solutions India Limited | 97.58% | 25,633.42 | 101.64% | 7,743.76 | -11.17% | 14.67 | 103.62% | 7,758.43 |
| **Subsidiaries** | | | | | | | | |
| Accelya Solutions Americas Inc | 5.81% | 1,525.61 | 7.57% | 576.75 | -101.39% | 133.19 | 9.48% | 709.94 |
| Accelya Solutions UK Limited | 1.54% | 405.00 | 2.00% | 152.73 | 33.23% | (43.65) | 1.46% | 109.08 |
| Kale Consultants Limited Employees Welfare Trust | 1.49% | 391.04 | 0.08% | 5.98 | 0.00% | - | 0.08% | 5.98 |
| Eliminations | -6.42% | (1,686.09) | -11.29% | (860.45) | 179.33% | (235.58) | -14.64% | (1,096.03) |
| **Total** | **100.00%** | **26,268.98** | **100.00%** | **7,618.77** | **100.00%** | **(131.37)** | **100.00%** | **7,487.40** |

### 42 Impairment testing of Goodwill

For the purpose of impairment testing, carrying amount of goodwill has been allocated to the single cash generating unit (CGU) to Accelya Solutions UK Limited.

The recoverable amounts of the above CGU have been assessed using a value-in-use model. Value in use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows.

**The key assumptions used in the estimation of the recoverable amount are set out below:**

The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

The cash flow projections included specific estimates for five years developed using internal forecasts, and a terminal growth rate thereafter. The planning horizon reflects the assumptions for short-to-midterm market developments.

The average growth rate used in extrapolating cash flows beyond the planning period is 5%.

Discount rate reflects the current market assessment of the risks specific to a CGU or group of CGUs. The discount rate is estimated based on the weighted average cost of capital for respective CGU or group of CGUs. Pre-tax discount rate used is 12.08%.

The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash generating unit.

**43 Long term contracts**

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/ accounting standards for material foreseeable losses on such long term contracts (including derivative contracts) has been made in the books of account.

**44 Dividend distribution**

Dividends paid during the year ended 30 June, 2023 include an amount of ₹ 35 per equity share towards interim dividends for the year ending 30 June, 2023 and an amount of ₹ 45 per equity share towards final dividends for the year ending 30 June, 2022. Dividends paid during the year ended 30 June, 2022 include an amount of ₹ 17 per equity share towards interim dividend for the year ended 30 June, 2022 and an amount of ₹ 17 per equity share towards final dividends for the year ending 30 June, 2021.

Dividends declared by the Company are based on profits available for distribution.

**45 Code on social security**

The Parliament has approved Code on Social Security, 2020 (“Code”) relating to various employee benefits including post-employment benefits. While the Code has received the President’s assent and also been published, the effective date is yet to be notified and the rules to be prescribed. The impact on the financial statements shall be assessed and recorded once the Code becomes effective and relevant rules thereunder are prescribed.

**46 Exceptional items**

The Exceptional items consist of profit on sale of Property, Plant & Equipment (1st floor of Building ‘Sharada Arcade’) at Pune.

**47 Additional regulatory information required by Schedule III**

**i) Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**ii) Wilful Defaulter**

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority during the current or previous year.

**iii) Details of Benami Property held**

During the current or previous year, no proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**iv) Loans and advances**

During the current or previous year, the Company has not granted loans to its promoters, directors, KMPs and the other related parties (as defined under the Companies Act, 2013) which are repayable on demand or without specifying any terms or period of repayment or any other loans or advance in the nature of loans.

**v) Undisclosed income**

There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended 30 June 2023 and 30 June 2022, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended 30 June 2023 and 30 June 2022.

**vi) Borrowings from banks or Financial Institution on Security of Current Assets**

The Company has no borrowings from banks and financial institutions on the basis of security of current assets during the current or previous year.

**vii) Relationship with Struck off Companies**

The following table depicts the details of balance outstanding in respect of transactions undertaken with a company struck off under section 248 of Companies Act, 2013:

| Name of the Struck Off Companies | Nature of transactions with struck-off Company | Balance Outstanding (₹ lakhs) | Relationship with the Struck off company, if any |
|---|---|---|---|
| **30 June 2023** | | | |
| Sat Consultants Private Limited Through Official Liquidator | Equity shares | 0.05 | Shareholder |
| Anand Growth Fund Pvt. Ltd. | Equity shares | 0.11 | Shareholder |
| Vaishak Shares Limited | Equity shares # | - | Shareholder |
| **30 June 2022** | | | |
| Sat Consultants Private Limited Through Official Liquidator | Equity shares | 0.05 | Shareholder |
| Vaishak Shares Limited | Equity shares # | - | Shareholder |

# less than ₹ 500

**viii) Amount transferred to Investor Education and Protection Fund (IEPF)**

There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the current or previous year.

**ix)** During the current or previous year, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**x)** During the current or previous year, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**xi)** During the current or previous year, the Company has not made any investments during the year other than Investment in Mutual Funds. During the current or previous year, the Company has not granted secured/ unsecured loans/ advances in the nature of loans to any Company/ Firm/ Limited Liability Partnership/ Other Party during the year. During the current or previous year, the Company has not provided guarantee or Security to any Company/ Firm/ Limited Liability Partnership/ Other party during the year.

**48 Subsequent events**

The Board of Directors has recommended a final dividend of ₹ 30/- per equity share for the year ended 30 June, 2023, subject to the approval of the shareholders at the ensuing Annual General Meeting.

**49 Previous year figures**

Figures for the previous year have been regrouped/ reclassified wherever necessary to make them comparable.

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**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

# FORM AOC - 1 (PART A)

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

(All amounts ₹ in lakhs unless otherwise stated)

| Sr.No. | Name of the subsidiary | Accelya Solutions Americas Inc | Accelya Solutions UK Limited |
|---|---|---|---|
| 1 | Reporting currency | USD | GBP |
| 2 | Exchange rate on the last date of the financial year | 82.038 | 103.766 |
| 3 | Financial year end on | 30th June 2023 | 30th June 2023 |
| 4 | Share capital | 10.66 | 1.15 |
| 5 | Reserves and surplus | 2,321.92 | 518.64 |
| 6 | Total assets | 5,510.04 | 1,290.95 |
| 7 | Total Liabilities | 3,177.45 | 771.16 |
| 8 | Investments | - | - |
| 9 | Turnover | 12,821.37 | 2,933.00 |
| 10 | Profit before taxation | 1,069.75 | 316.00 |
| 11 | Provision for taxation | 322.04 | 63.55 |
| 12 | Profit after taxation | 747.72 | 252.45 |
| 13 | Proposed Dividend | - | - |
| 14 | % of shareholding | 100% | 100% |

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
*Independent Director*
DIN: 08402010
Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

# FORM AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**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 contracts or arrangements or transactions not at arm's length basis:

   The Company has not entered into any contract / arrangement / transaction with its related parties which is not in ordinary course of business or which is not on an arm's length during financial year 2022-23.

   a. Name(s) of the related party and nature of relationship: Not Applicable

   b. Nature of contracts/arrangements/transactions: Not Applicable

   c. Duration of the contracts/arrangements/transactions: Not Applicable

   d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable

   e. Justification for entering into such contracts or arrangements or transactions: Not Applicable

   f. Date(s) of approval by the Board: Not Applicable

   g. Amount paid as advances, if any: Not Applicable

   h. Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:

   There were certain transactions entered into by the Company with its foreign subsidiaries and other parties who are related within the meaning of Indian Accounting Standard (Ind AS) 24 and Section 188 of the Act. Attention of Members is drawn to the disclosure of transactions with such related parties set out in Note No. 35 of the Standalone Financial Statements, forming part of this Annual Report.

**For and on behalf of Board of Directors**
**Accelya Solutions India Limited**
**CIN: L74140PN1986PLC041033**

**Gurudas Shenoy**
*Managing Director*
DIN: 03573375
Mumbai

**Saurav Adhikari**
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Mumbai

**Uttamkumar Bhati**
*Chief Financial Officer*
Mumbai

**Ninad Umranikar**
*Company Secretary*
Membership No: ACS14201

Mumbai
27 July 2023

**ACCELYA SOLUTIONS INDIA LIMITED**
Regd. Off.: 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411 006.
Tel No.: +91 20 6608 3777 Email: accelyaindia.investors@accelya.com
Website: https://w3.accelya.com
CIN: L74140PN1986PLC041033

# NOTICE

**NOTICE IS HEREBY GIVEN THAT** the thirty seventh Annual General Meeting **("AGM")** of the Members of Accelya Solutions India Limited (CIN: L74140PN1986PLC041033) will be held on Thursday, the 19th day of October, 2023 at 3.30 p.m. at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the year ended 30 June, 2023, together with the Reports of the Directors' and Auditors' thereon.
2. To confirm payment of interim dividend and declare a final dividend on equity shares.
3. To appoint a Director in place of Mr. James Davidson (DIN: 09516461), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**4. Approval of Related Party Transactions**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (as amended), and other applicable provisions, if any, of the Act, the Rules thereunder, and the Listing Regulations, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, and pursuant to the Company's policy on Related Party Transaction(s), approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"Board"**), to enter into contract(s) / arrangement(s) / transaction(s) with Accelya World S.L.U. ("AW"), Accelya Middle East FZE ("AMEFZE") and Accelya Global Limited ("AG"), related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as detailed in the table forming part of the Explanatory Statement annexed to this Notice with respect to rendering and / or availing of services and / or any other transactions of whatever nature, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company, and notwithstanding that such transactions with AW, AMEFZE and AG individually may exceed 10% (ten percent) of the consolidated turnover of the Company during the financial year 2022-23 or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this Notice.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and such other documents in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 27 July, 2023

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

2. Corporate Members intending to authorise their authorised representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution / Authority Letter etc. authorising its representatives to attend the AGM, by e-mail to **info@napco.in** and may also upload the same in the e-voting module in their login.

3. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant. Members may note that the Notice and Annual Report for 2022-23 will also be available on the Company's website w3.accelya.com, websites of the Stock Exchanges i.e. BSE Limited and NSE India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at **https://evoting.kfintech.com**

4. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of businesses to be transacted at the AGM, as set out under Item No. 4 of the Notice is annexed hereto. The relevant details of the Directors as mentioned under Item No. 3 in the Notice as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as **"Listing Regulations"**) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.

5. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company, KFinTech by providing Folio No. and Name of shareholder.

6. Shareholders holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.

7. Members are requested to notify change to their address or particulars of their bank account, if any, to KFinTech or in case of demat holding to their respective depository participants.

8. **MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDING TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES (LOSS OR MISPLACE OF SHARE CERTIFICATE). MEMBERS CAN CONTACT THE COMPANY OR KFINTECH FOR ASSISTANCE IN THIS REGARD.**

9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 (‘the IT Act’). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the Members are requested to complete / update their Residential Status, PAN, category as per the IT Act with their Depository Participants (‘DPs’) (in case of shares held in demat mode) or with the Company / Registrar and Share Transfer Agent (‘RTA’) (in case of shares held in physical mode), by sending documents through email to einward.ris@kfintech.com on or before Tuesday, 10 October, 2023.

10. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by sending an email to einward.ris@kfintech.com on or before Tuesday, 10 October, 2023. Members are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before Tuesday, 10 October, 2023.

11. In terms of Section 124(5) of the Act, final dividend amount for FY 2015-16 and interim dividend amount for FY 2016-17 remaining unclaimed for a period of 7 years shall become due for transfer in November / December 2023 and March / April 2024 respectively to the Investor Education and Protection Fund (IEPF) established by the Central Government.

    Further, in terms of Section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account.

    **Members wishing to claim dividends, which remain unclaimed, are requested to correspond with KFinTech for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.**

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFinTech.

13. Members desiring any information as regards the accounts and operations of the Company are requested to send their queries to the Company, at least 10 days in advance, so as to enable the management to keep the information ready.

14. To receive communications through electronic means, including Annual Reports and Notices, Members are requested to kindly register / update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, Members are advised to register their e-mail address with KFinTech by clicking on the link **https://ris.kfintech.com/email_registration/**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the shareholders to provide mobile number. Moreover, to avail online services, the shareholders can register e-mail ID. Shareholders can register/update the contact details through submitting the requisite ISR form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

| Name | **KFIN Technologies Limited** |
|---|---|
| Address | Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

15. Instructions for remote e-voting are as follows:

**A. Voting through electronic means:**

a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the SEBI LODR, Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the Meeting ('remote e-voting') through the e-voting platform provided by KFinTech or to vote at the AGM. Person who is not a member as on the cut-off date i.e., Thursday, 12 October, 2023 should treat this Notice for information purposes only.

b) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report may approach KFinTech for issuance of the User ID and Password for exercising their right to vote by electronic means.

c) The facility for voting through electronic voting system will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.

d) Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

e) The details of the process and manner for remote e-voting are given below:

i. Initial password is provided in the body of the email.

ii. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.

iv. After entering the details appropriately, click on LOGIN.

v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the EVENT i.e. Accelya Solutions India Limited.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head.

ix. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution / authority letter etc., to the Scrutiniser through email at info@napco.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘Corporate Name EVENT No.’

xi. Members can cast their vote online from Monday, 16 October, 2023 (9.00 a.m.) till Wednesday, 18 October, 2023 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.

xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the ‘download’ section of https://evoting.kfintech.com or call KFinTech on toll free number 1800-309-4001.

**B. Voting at the AGM**

i. Members who will be present in the AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote at the AGM.

ii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

**C. Procedure to login through websites of Depositories**

As per the SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

| National Securities Depository Limited ('NSDL') | Central Depository Services (India) Limited ('CDSL') |
|---|---|
| ***1. User already registered for IDeAS facility***<br>i. URL: https ://eservices.nsdl.com<br>ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.<br>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"<br>iv. Click on company name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. | ***1. Existing user who have opted for Easi/Easiest***<br>i. URL: https://web.cdslindia.com/myeasi/home/login or URL: ww.cdslindia.com<br>ii. Click on New System Myeasi<br>iii. Login with user id and password.<br>iv. Option will be made available to reach e-voting page without any further authentication.<br>v. Click on e-voting service provider name to cast your vote. |
| ***2. User not registered for IDeAS e-Services***<br>i. To register click on link : https://eservices.nsdl.com<br>ii. Proceed with completing the required fields. | ***2. User not registered for Easi/Easiest***<br>i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>ii. Proceed with completing the required fields. |
| ***3. User not registered for IDeAS e-Services***<br>i. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>ii. Proceed with completing the required fields. | ***3. By visiting the e-voting website of CDSL***<br>i. URL: www.cdslindia.com<br>ii. Provide demat Account Number and PAN No.<br>iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.<br>iv. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress. |
| ***4. By visiting the e-Voting website of NSDL***<br>i. URL: https://www.evoting.nsdl.com/<br>ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.<br>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.<br>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.<br>v. Click on company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. | |

**Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

**Important note**

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

| Members facing any technical issue - NSDL | Members facing any technical issue – CDSL |
|---|---|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43. |

**D. General Instructions**

a) The Board of Directors has appointed Nilesh A. Pradhan & Co. LLP, Practicing Company Secretaries (FCS No. 5445 CP No. 3659) as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.

b) The Scrutinizer shall, after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and not later than three days from the conclusion of the meeting, prepare a consolidated scrutinizer's report and submit the same to the Chairman of the Company.

c) The results declared along with the Scrutinizer's report shall be placed on the Company's website (w3.accelya.com) and on the website of Karvy (http://evoting.karvy.com) and shall also be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. 19th October, 2023.

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 27 July, 2023

## Explanatory Statement

**(Pursuant to Section 102 of the Companies Act)**

As required by section 102 of the Companies Act, 2013 (Act), the following statement sets out all material facts relating to the business mentioned under Items No. 4 of the Notice:

**Item No. 4**

Under provisions of Section 188 of the Companies Act, 2013 **("the Act")** read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, approval of Members is required for transactions with a related party exceeding 10% of the consolidated turnover of the company as per the latest audited financial statement. Further, as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (**"Listing Regulations"**), the Audit Committee pre-approves all related party transactions that the Company proposes to enter into during a financial year. As per Regulation 23 of the Listing Regulations, approval of the Members by way of Ordinary Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the annual consolidated turnover of the company as per the latest audited financial statements of the company.

Certain transactions for financial year 2023-24 between the Company and (a) Accelya World S.L.U. (**"AW"**); (b) Accelya Middle East FZE (**"AMEFZE"**); and (c) Accelya Global Limited (**"AG"**) are likely to exceed the threshold limit of 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statement for the financial year 2022-23, as a result of which transactions with these related parties may become material related party transactions they might breach the materiality threshold of 10% (ten percent) of the annual consolidated turnover of the Company of ₹ 46,936.27 lakhs as per last audited financial statements of the Company for financial year 2022-23. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with AW, AMEFZE and AG to be executed on an arm's length basis and in the ordinary course of business.

**Rationale / Benefits of rendering / availing services to / from AW, AMEFZE and AG**
The strategic advantages for the Company in rendering/ availing services to / from AW, AMEFZE and AG are:

1. Effective negotiation with customers and vendors enabling economies of scale.
2. Increased business opportunities for various services benefiting entities within Accelya group.
3. Effectively enhance efficiency within the Company by optimum utilization of resources viz. manpower, skills etc.

All the related party transactions are carried on and shall continue to be carried on at arm's length basis and in the ordinary course of business. For the financial year commencing from 1st July, 2023, the Audit Committee and the Board has recommended the below mentioned contracts/ arrangements/ transactions for consideration of the Members on such terms and conditions as specified in the table below:

| Sr. No. | Name of Related Party | Name of Director / KMP related | Nature of relationship | Nature, material terms, monetary value and particulars of the contract or arrangement | Any other information relevant or important for the Members to take a decision on the proposed resolution |
|---|---|---|---|---|---|
| 1 | Accelya World S.L.U. ("AW") | James Davidson | AW is a fellow subsidiary of the Company | The Company renders / avails various services to / from AW, AMEFZE and AG including but not limited to processing & outsourcing services, product support & development, project & program management services, technical & IT infrastructure services, distribution services, licensing services, | All important information forms part of the statement setting out material facts pursuant to Section 102 (1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs |
| 2 | Accelya Middle East FZE ("AMEFZE") | James Davidson and Jose Maria Hurtado | AMEFZE is a fellow subsidiary of the Company | | |
| 3 | Accelya Global Limited ("AG") | James Davidson | AG is a fellow subsidiary of the Company | | |

| | | | | | |
|---|---|---|---|---|---|
| | | | | business support and corporate services including human resource, financial, strategic, business development, marketing, account management, sales, other support services etc..<br><br>Monetary Value of transactions likely to be entered into for Financial Year 2023-24 by the Company with:<br><br>i) AW: ₹ 7,500 lakhs<br>ii) AMEFZE: ₹ 7,500 lakhs<br>iii) AG: ₹ 5,500 lakhs | |

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, either directly or indirectly, in the resolution set out at Item no. 4 of the Notice.

Accelya Holding World S.L.U., being promoter of the Company and holding 74.66% of the outstanding equity shares of the Company, is considered interested in the Ordinary Resolution set out at Item No. 4 and will not be eligible to vote on the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 27 July, 2023

## ANNEXURE

Details of Mr. James Davidson seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2) with respect to Director seeking appointment is as under:

| **Name of Director** | **James Davidson** |
|---|---|
| **DIN** | 0009516461 |
| **Nationality** | United States of America |
| **Date of Birth** | 8 June 1955 |
| **Date of Appointment** | Monday, 28 February, 2022 |
| **Qualification** | B.S. – Management;<br>M.S. – Counselor Education; and<br>MBA |
| **Expertise in specific functional area** | Strategy & Business Development |
| **Directorships held in other public companies (excluding foreign companies and Section 8 companies)** | NIL |
| **Memberships / Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)** | NIL |
| Relationship between Directors, Manager and other Key Managerial Personnel inter-se | NIL |
| Shareholding in the Company | NIL |
| Remuneration details (Including Sitting Fees & Commission) | NIL |
| | |

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 27 July, 2023

## REGISTRATION OF E – MAIL ADDRESS FORM

As per Rule 18 of the Companies (Management and Administration) Rules, 2014

KFin Technologies Limited
**Unit: Accelya Solutions India Limited**
Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda
Hyderabad - 500 032

I / We shareholder(s) of Accelya Solutions India Limited, hereby accord my / our approval to receive documents viz annual reports, notices of general meetings / postal ballot, other documents etc. in electronic mode.

I / We request you to note my / our latest email address, as mentioned below. If there is any change in the e–mail address, I / we will promptly communicate the same to you. I / We attach the self-attested copy of PAN Card / passport towards identification proof for the purpose of verification.

| | |
|---|---|
| Folio No / DP ID and Client ID | |
| Name of first / sole share holder | |
| Name of joint share holder(s) if any | |
| Registered Address | |
| E-mail address (to be registered) | |

______________________
(Signature of shareholder)

Place:

Date :

accelya

## ACCELYA SOLUTIONS INDIA LIMITED

Regd. Off.: 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411 006.
Tel No.: +91 20 6608 3777 Email: accelyaindia.investors@accelya.com Website: w3.accelya.com
CIN: L74140PN1986PLC041033

**ECS Mandate Form for payment of Dividend**

(In case of physical holding - send to our Registrar and Transfer Agent in case of demat holding - send to your Depository Participant)

I/We request you to arrange for payment of my / our dividend through ECS facility by crediting the same to my / our bank account as per details given below:

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| 1. First / Sole Shareholder's Name | | | | | | | | | |
| 2. If shares not Dematerialised - Registered Folio No. | | | | | | | | | |
| 3. If shares Dematerialised - DPID No. and Client ID No. | | | | | | | | | |
| 4. * Particulars of Bank Account | | | | | | | | | |
| a. Bank Name | | | | | | | | | |
| b. Branch Name | | | | | | | | | |
| c. Address of the Branch | | | | | | | | | |
| d. 9 - digit MICR code number of the Bank and Branch as appearing on the MICR Cheque issued by the Bank. | | | | | | | | | |
| e. Account type | Savings ( ) Current ( ) | | | | | | | | |
| f. Account Number as appearing on the Cheque Book | | | | | | | | | |

* Please attach a cancelled photocopy of cheque issued by the Bank for verification of the above details.

I / We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information or for any other reason, I/we would not hold the Company responsible or liable. In case of ECS facility not being available for any reason, the bank account details provided above may be incorporated in the payment instrument and sent to my/our Bankers at the address provided above and be considered as a mandate by me/us. This instruction will hold good for payment of dividend for subsequent years also unless revoked by me/us in writing.

**Yours faithfully,**

Name and signature of First/Sole Shareholder

## ACCELYA SOLUTIONS INDIA LIMITED

Regd. Off.: 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411 006.
Tel No.: +91 20 6608 3777 Email: accelyaindia.investors@accelya.com Website: w3.accelya.com
CIN: L74140PN1986PLC041033

**Form No. MGT-11**
**PROXY FORM**
**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

| | | |
|---|---|---|
| Name of the member (s) | : | |
| Registered address | : | |
| E-mail Id | : | |
| Folio No/ Client Id | : | |
| DP ID | : | |

I/We, being the member (s) of ________________________ shares of the above named company, hereby appoint.

1. Name : ______________________________
   Address : ______________________________
   E-mail Id : ______________________________
   Signature : ______________________________ or failing him / her
2. Name : ______________________________
   Address : ______________________________
   E-mail Id : ______________________________
   Signature : ______________________________ or failing him / her
3. Name : ______________________________
   Address : ______________________________
   E-mail Id : ______________________________
   Signature : ______________________________

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the 33rd Annual General Meeting of the Company to be held on Thursday, 19th October, 2023 at 3.30 p.m. at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1. Adoption of audited financial statements (including audited consolidated financial statements) for the year ended 30th June, 2023 and the Directors' and Auditors' Report (Ordinary Resolution)
2. Confirmation of payment of interim dividend and declaration of final dividend (Ordinary Resolution)
3. Re-appointment of Mr. James Davidson as Director of the Company, liable to retire by rotation (Ordinary Resolution)
4. Approval of related party transactions (Ordinary Resolution)

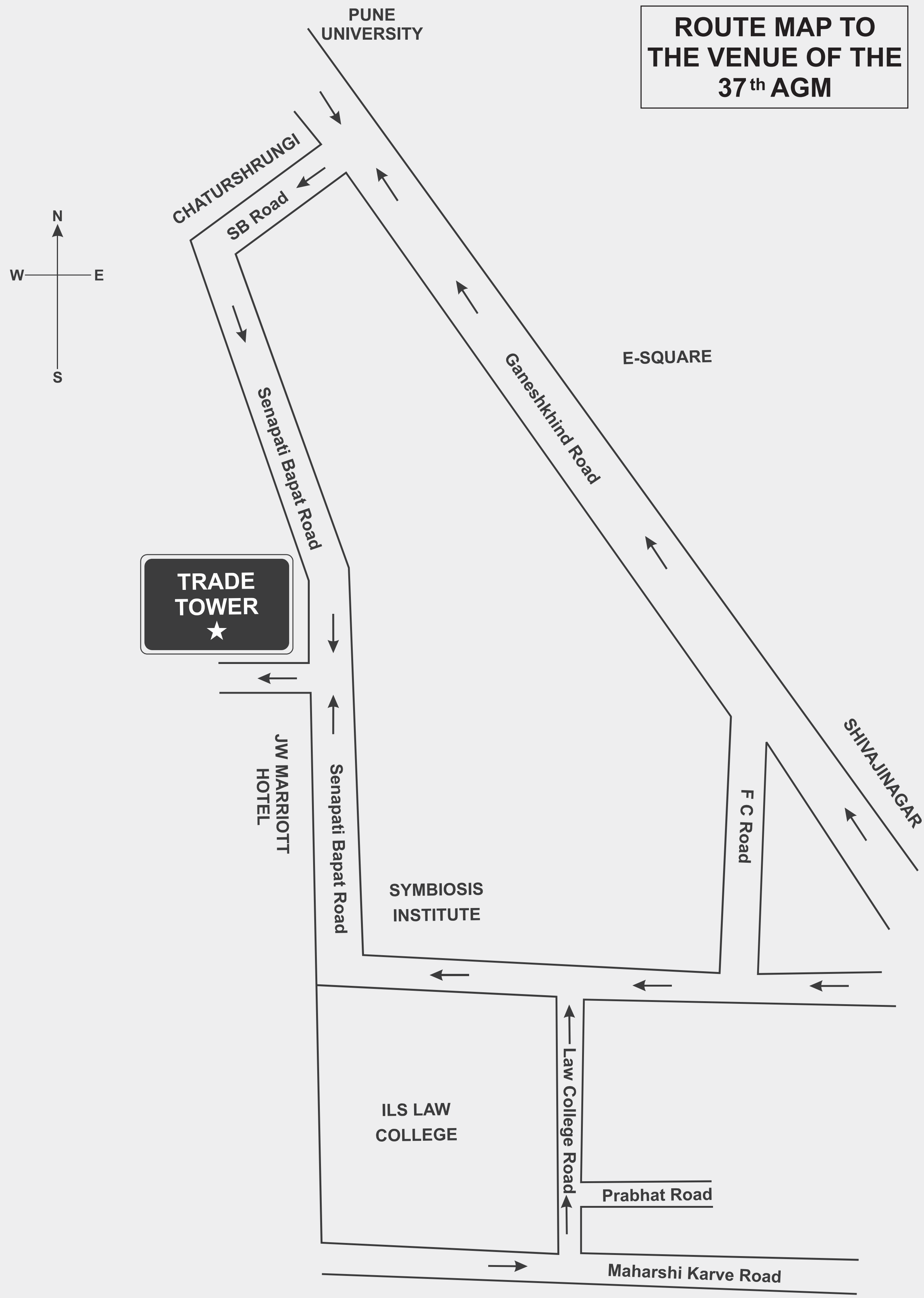
Affix
Revenue
Stamp

Signed this ______________ day of____________________________ 2023

Signature of shareholder : ________________________

Signature of Proxy holder(s) : ________________________

**Note :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.


ROUTE MAP TO THE VENUE OF THE 37th AGM
PUNE UNIVERSITY
CHATURSHRUNGI
SB Road
N
W
E
S
Senapati Bapat Road
Ganeshkhind Road
E-SQUARE
TRADE TOWER
JW MARRIOTT HOTEL
Senapati Bapat Road
SHIVAJINAGAR
F C Road
SYMBIOSIS INSTITUTE
ILS LAW COLLEGE
Law College Road
Prabhat Road
Maharshi Karve Road

NOTES :

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