



ACCELYA SOLUTIONS INDIA LIMITED

36th Annual Report 2021-22



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

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685/2B & 2C, 1st Floor,
Sharada Arcade, Satara Road,
Pune - 411 037 India,
Tel: +91-20-6608 3777

Accelya Managed Services Center

Goa

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Global Offices

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North Brunswick,
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+17864648628

UK

Acre House, 11/15 William Road,
London, NW13ER, United Kingdom
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Board of Directors

James Davidson*	Chairman
John Johnston#	Chairman
Gurudas Shenoy**	Managing Director
Shrimanikandan	
Ananthavaidhyanathan^	Managing Director
Sekhar Natarajan@	Director
Nani Javeri	Director
Sangeeta Singh	Director
Jose Maria Hurtado	Director
Amol Gupte&	Director

* Appointed w.e.f. 28 February 2022

Resigned w.e.f. close of business hours on 29 November 2021

** Appointed w.e.f. 1 July 2022

^ Resigned w.e.f. close of business hours on 31 May 2022

@ Retired w.e.f. close of business hours on 6 July 2021

& Resigned w.e.f. close of business hours on 25 May 2022

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Auditor

Deloitte Haskins & Sells LLP,
Chartered Accountants

Company Secretary

Ninad Umranikar

Bankers

State Bank of India
ICICI Bank Ltd

Registered Office

Accelya Enclave, 685/2B & 2C,
1st Floor, Sharada Arcade,
Satara Road, Pune - 411 037.
Tel. No. +91 20 6608 3777
Fax No. +91 20 2423 1639
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,

I trust that you and your families are well.

I am delighted to be back at this great company and am immensely proud to take on this new role as Managing Director. I thank the shareholders and the board for providing me with this opportunity to help take this business Further, Faster.

I look forward to working alongside our teams of professional and dedicated employees, to continue delivering for our customers and our shareholders.

It is important to reflect on the year just passed, as well as look to the future.

Performance

With the lifting of travel restrictions in most countries, coupled with strong pent up travel demand and expanded consumer savings, we have observed a recovery in airline passenger volumes in the recent months, we expect this trend to continue and the outlook for further recovery post the pandemic remains optimistic. It is clear that travel is back.

This trend coincides with the positive upturn in our business performance over the last period. We continue to support our customers digitally transform their

operations and generate business impetus towards faster revenue recovery. This has reflected in increase in revenues and post-tax profits by 30% and 71% respectively over the previous year on standalone basis.

In a period of sustained growth, the Company continued the practice of rewarding its shareholders with dividends that reflects our financial performance even during this challenging period. The total dividend for 2021-22 is Rs. 62 (Rupees Sixty-Two) per share, including Rs. 45 (Rupees Forty Five) per share recommended as final dividend.

Our People

We know just how important our people are to the success to our business. Their welfare, alongside a determination to continue to deliver for our customers, whilst maintaining operational excellence is of paramount importance. That is why we continue to develop a connected workplace, by enabling a hybrid method of working between remote and office locations.

We continue to monitor the business landscape to ensure that we drive the organization in the right direction, balancing our short-term demands and long-term aspirations. We will continue to adapt and evolve to meet these challenges.

Looking forward

As a catalyst for change(s) in the air transport industry, we empower our customers to move, grow and adapt. We're the leading global technology provider to the air transport community, delivering innovative change at speed and scale.

We empower the air transport community to take better control of the future. Through deep industry expertise, we help our customers to embrace change with greater freedom and choice.

Above all, we understand the practical realities and complexities the aviation industry faces, providing a flexible way for customers to transform at their own pace.

Our strategy is clear;

We will be **Relentless Pioneers** - To lead the industry, we constantly invest in our end-to-end solutions.

We are always **Delivery Focused** - We always do what we say, solving problems and delivering impact every day.

We must be **Flexible, Open and Nimble** - We empower customers to modernize at their own pace.

We are **Proudly Pro-Airline** - Airlines are at the heart of everything we do.

Accelya continues to provide valuable services to the airline industry. 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 and distribution.

I wish to close by reiterating, that the outlook for further recovery in the industry remains optimistic, with revenue and passenger numbers expected to get closer to pre-pandemic levels during the forthcoming year.

We, as part of the Accelya Group will continue to focus on innovation and creating a best-in-class financial solutions and services portfolio for the travel industry. Together, we will be a catalyst for industry change. Helping our customers to move, grow and adapt. Further. Faster.

I thank you for your confidence in our company and your continued support.

Please stay safe and healthy,

Yours truly,

Gurudas Shenoy
Managing Director

(Amount in ₹ lakhs)

	2021-22	2020-21	2019-20	2018-19	2017-18
INCOME STATEMENT					
Operating Revenue	32,717.23	25,101.04	35,497.77	37,847.68	34,504.12
Operating EBITDA	14,033.50	9,706.74	15,650.27	17,269.11	15,514.73
Profit Before Tax	10,149.22	5,875.22	11,890.49	15,601.07	14,081.70
Profit After Tax	7,743.76	4,519.34	8,863.84	10,384.91	9,471.63
BALANCE SHEET					
Net Worth	25,633.42	22,949.91	23,594.28	19,045.31	17,387.50
Borrowings	-	-	-	-	-
Net Fixed Assets	7,277.34	10,059.00	11,244.02	4,370.88	4,077.57
Cash and cash equivalents	464.09	2,622.61	2,654.36	256.97	234.86
Current Assets	19,598.79	15,556.95	16,805.70	14,136.25	13,633.84
Current Liabilities	6,003.07	5,630.06	6,878.10	5,719.67	6,084.56
Capital Employed	25,633.42	22,949.91	23,594.28	19,045.31	17,387.50
FINANCIAL INDICATORS					
Operating EBITDA Margin	43%	39%	44%	46%	45%
Current Ratio	3.26	2.76	2.44	2.47	2.24
Net Worth per share (₹)	171.73	153.76	158.07	127.60	116.49
Dividend per share (₹)	62.00	52.00	10.00	32.00	46.00
Market price per share (₹)	876.15	1164.80	920.00	862.70	1163.80
Basic Earnings per share (₹)	51.88	30.28	59.38	69.57	63.46



To,

The Members,

Your Directors are pleased to present the thirty sixth report on the business and operations of the Company for the year ended 30 June, 2022.

FINANCIAL RESULTS (STANDALONE)

₹ in Lakhs

Particulars	2021-22	2020-21
Revenue		
- Revenue from operations	32,717.23	25,101.04
- Other Income	1,601.31	1,876.26
Total income	34,318.54	26,977.30
Total expenses	24,169.32	21,102.08
Profit before Tax	10,149.22	5,875.22
Tax expense		
- Current Tax	2,511.66	1,367.69
- Deferred Tax	(106.2)	(11.81)
Net Profit for the year	7,743.76	4,519.34
Other comprehensive income	14.67	60.49
Total comprehensive income for the year (net of tax)	7,758.43	4,579.83
Profit brought forward from previous year	15,800.48	16,444.84
Profit available for appropriation	23,558.91	21,024.67
Appropriations:		
- Interim dividend	2,537.46	5,224.19
- Final equity dividend	2,537.46	-
- Balance Carried Forward to Balance Sheet	18,483.99	15,800.48

DIVIDEND

The Company had declared and paid an interim dividend of ₹ 17 per equity share during the year 2021-22.

Your Directors are pleased to recommend a final dividend of ₹ 45 per equity share for the financial year ended 30th June, 2022.

The total dividend for 2021-22 is ₹ 62 per equity share (previous year ₹ 52 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/investors/>

OPERATING RESULTS

The Company has shown good recovery post the COVID-19 pandemic, which has resulted in growth in revenue from operations by 30% from ₹ 25,101.04 lakhs in 2020-21

to ₹ 32,717.23 lakhs in 2021-22. The expenditure has increased steadily from ₹ 21,102.08 lakhs in 2020-21 to ₹ 24,169.32 lakhs during the year under review. The profit after tax has soared from ₹ 4,519.34 lakhs in 2020-21 to ₹ 7,743.76 lakhs in 2021-22, an increase of 71% over the previous year.

BUSINESS OPERATIONS

As the Company's business model is principally based on per transaction pricing, the Company's revenue which is linked to airline passenger transactions has been recovering in line with the airline industry's recovery from COVID-19 pandemic and return of pent-up demand. We are poised and ready to take the airlines towards achieving their goals

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/investors/>

BOARD OF DIRECTORS

Eight 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.

Resignation of Mr. John Johnston

Mr. John Johnston conveyed his decision to resign as Chairman with effect from the close of business hours on 29 November, 2021.

Mr. John Johnston was with the Company for over 6 years and was Non-Executive Chairman since 2016.

The Board of Directors places on record its appreciation for the valuable services and immense contribution of Mr. John Johnston as Chairman of the Board.

Resignation of Mr. Shrimanikandan Ananthavaidhyanathan

Mr. Shrimanikandan Ananthavaidhyanathan ("Mr. Mani") was appointed as an Additional Director designated as Managing Director by the Board of Directors on 22 June, 2021 effective from 1 July, 2021.

Mr. Mani decided to step down as Managing Director with effect from close of business hours on 31 May, 2022 due to personal reasons.

The Board of Directors places on record its appreciation for the valuable services and contribution of Mr. Mani as Managing Director of the Company.

Resignation of Mr. Amol Gupte

Mr. Amol Gupte decided to step down as an Independent Director with effect from close of business hours on 25 May, 2022 due to his intention to accept employment (not being a director or key managerial personnel) in a company owned or controlled by Vista Equity Partners ("Vista") who are in control of the Company. In his resignation letter, Mr. Gupte had mentioned that is his understanding that a conflict of interest would arise under Regulation 16(1)(vi) of the Listing Regulations between his

role as an independent director of the Company and his role as an employee of the Employer entity.

Appointment of Mr. James Davidson

As a result of the resignation of Mr. John Johnston as Director of the Company, Mr. James Davidson (DIN: 09516461), the then President & Chief Strategy Officer of Accelya Group, was appointed as Non-Executive Non-Independent Director and Chairman with effect from 28 February, 2022.

Prior to its acquisition by Accelya, Mr. James Davidson 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.

Appointment of Mr. Gurudas Shenoy

Mr. Gurudas Shenoy (DIN: 03573375) was appointed as an Additional Director designated as Managing Director by the Board of Directors on 23 May, 2022 effective from 1 July, 2022.

Mr. Gurudas Shenoy, aged 53 years, has been part of the Accelya Group for the last 17 years. Mr. Shenoy holds a Master of Financial Management degree from Mumbai University.

Mr. Shenoy was the Chief Financial Officer of the Company until February 2021, before he moved to Farelogix Inc, an Accelya Group company as Regional CFO Americas for the Accelya Group.

Mr. Shenoy is a seasoned Finance professional with over 20 years of IT & ITeS experience focused on delivering business oversight, strategic financial planning and process improvement. He has been a key member of the leadership team and apart from his contribution as subject matter expert in financial decisions, he has closely been engaged with the senior leadership in planning and operational execution, business integration, strategic initiatives, commercial support, performance management and technology initiatives.

Over the years, he has contributed to the growth of the company in a major way.



The Board is confident that under the able leadership of Mr. Shenoy as Managing Director, the Company will scale new heights.

Retirement by rotation and re-appointment of Mr. Jose Maria Hurtado

Mr. Jose Maria Hurtado (DIN: 08621867) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Jose Maria Hurtado (age 49 years) is the Chief Financial Officer of Accelya Group. He is responsible for the financial management of Accelya and plays a key role in the definition and implementation of Accelya's strategy, including mergers and acquisitions. Mr. Jose Maria Hurtado started his professional career at KPMG. He joined Accelya in 2007. Prior to joining Accelya, Mr. Jose Maria headed the finance of Siemens VDO Automotive in Spain & France for more than 10 years.

The other details of Mr. Jose Maria Hurtado 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.

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:

- in the preparation of the annual accounts for the year ended 30 June, 2022, the applicable accounting standards have been followed and there are no material departures from the same;
- 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 30 June, 2022 and of the profit of the Company for the year ended on that date;
- 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;

- the annual accounts have been prepared on a going concern basis;
- 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
- 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.

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 2021-22 and the date of this report.

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. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC-2 is not applicable to your Company.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are 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 2021-22.

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.

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 S. N. Ananthasubramanian & Co, Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure E".

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".



CORPORATE GOVERNANCE AND BUSINESS RESPONSIBILITY 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 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".

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
Managing Director
 (DIN: 03573375)

Place: Mumbai
 Date: 2 August, 2022

Nani Javeri
Independent Director
 (DIN: 02731854)

Mumbai
 2 August, 2022