



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

Global Offices

USA

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

Accelya Managed Services Center

Goa

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

UK

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



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

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Auditor

Deloitte Haskins & Sells LLP,
Chartered Accountants

Company Secretary

Ninad Umraniyar

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

Financial Highlights

(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
Managing Director
 (DIN: 03573375)

Saurav Adhikari
Independent Director
 (DIN: 08402010)

Place: Mumbai
 Date: 27 July, 2023

Mumbai
 27 July, 2023