



**BodhTree Consulting Limited**  
*(formerly Anant Resources Limited)*

Report  Junction.com

**19<sup>th</sup> Annual Report 2000-2001**  
*(Revised)*

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**BodhTree Consulting Limited**

Regd. Office: 61, Moore street, Chennai – 600 001



**ADJOURNED 19<sup>TH</sup> ANNUAL GENERAL MEETING – 27<sup>TH</sup> APRIL, 2002**  
**ADMISSION SLIP**

Members of their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

L.F.No. \_\_\_\_\_

No. of shares Held \_\_\_\_\_

DP. Id*	
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Client Id.*	
-------------	--

	Name(s) in full	Father/Husband's Name	Address as Regd. with the Company
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE ADJOURNED 17<sup>TH</sup> ANNUAL GENERAL MEETING OF BodhTree Consulting Limited ON SATURDAY, THE 27<sup>TH</sup> APRIL, 2002 AT 11.00 A.M. AT 61, MOORE STREET, CHENNAI – 600 001

Please \_/ in the box

☐

MEMBER

☐

PROXY

\_\_\_\_\_  
 Member's Signature

Name of the Proxy in BLOCK LETTER

\_\_\_\_\_  
 Proxy's Signature

- Applicable for investors holding shares in electronic form.
- Notes :
1. Shareholders having any questions on accounts are requested to send them ten days in advance to enable the Company to collect the relevant information.
  2. Shareholders who come to attend the meeting are requested to bring their copies of the Balance Sheet with them.
  3. Shareholders are requested to advise their change in address as well as request for consolidation of accounts, if any, to the Registered Office of the Company.

**BodhTree Consulting Limited**

Regd. Office: 61, Moore street, Chennai – 600 001

**PROXY FORM**

L.F.No. \_\_\_\_\_

No. of shares Held \_\_\_\_\_

DP. Id*	
---------	--

Client Id.*	
-------------	--

I/We:

	Name(s) in full	Father/Husband's Name	Address as Regd. with the Company
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____

being a member/members of BodhTree Consulting Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to attend and vote for me/us on my/our behalf of the Annual General Meeting of the Company to be held on Saturday, the 27<sup>th</sup> April, 2002 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2002.

Affix  
30 Paise  
Revenue  
Stamp

- Applicable for investors holding shares in electronic form..

Signature.....

- Notes: (i) The Form duly completed and signed should be deposited at the Registered Office of the Company not later than 48 hours before the time of the meeting.
- (ii) Please mark the envelope 'BodhTree – PROXY'

**Board of Directors**

Mr. Sanjiv Gupta  
Mr. Sanjay Verma  
Mr. Rajiv Verma  
Mr. Sunil M. Darda

**Managing Director**  
**Whole-time Director**  
**Director**  
**Director**

**Auditors**

Gokhale & Co  
Chartered Accountants  
3-6-322, Off No 306, Mahavir House,  
Basheerbagh,  
Hyderabad - 29

**Bankers**

HongKong Shanghai Banking Corporation Ltd.  
Uma Plaza, Road No.1,  
Banjara Hills  
Hyderabad – 500 082

HDFC Bank Ltd  
Road No.10,  
Banjara Hills  
Hyderabad – 500 034

**Registered Office**

61, Moore Street  
Chennai – 600 001.  
Phone: (044) 5292995 / 5292653 / 5291519  
Fax: (044) 5292449

**Corporate Office**

1-8-617/2, Prakasham Nagar  
Begumpet, Hyderabad – 500 016.  
Phone: (040) 6265570 to 74  
Fax: (040) 7762050  
E-mail: [info@bodhtree.com](mailto:info@bodhtree.com)  
URL: [www.bodhtree.com](http://www.bodhtree.com)

**BodhTree Consulting Limited**  
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**NOTICE**

NOTICE is hereby given that the Adjourned Nineteenth Annual General Meeting of the Company will be held *at the Registered Office of the Company, at "SHARE HOUSE", 61, Moore Street, Chennai - 600 001 on Saturday, the 27<sup>th</sup> April 2002, at 11 am* to transact the following business:

1. To receive consider and adopt the Audited Balance Sheet of the Company as at 30<sup>th</sup> June 2001, the Profit and Loss Account for the period of 15 months ended on that date, and the reports of the Auditors and Directors thereon

**Additional Special Business**

2. To consider and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 269 of the Companies Act, read with Schedule XIII to the said Act, the approval of the members be and is hereby accorded to the appointment of Mr. Sanjiv Gupta as Managing Director and Chief Executive Officer of the Company for a period of five years with effect from 18<sup>th</sup> January, 2002, at the following Remuneration:

Basic Salary	Rs. 60, 000/- per month
HRA	25% of the Basic Salary
Commission	@ 2% of the Net Profits computed in accordance with Section 198 of the Companies Act, 1956

3. To consider and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 269 of the Companies Act, read with Schedule XIII to the said Act, the approval of the members be and is hereby accorded to the appointment of Mr. Sanjay Verma as Whole-time Director and Chief Technical Officer of the Company for a period of five years with effect from 18<sup>th</sup> January, 2002, at the following Remuneration:

Basic Salary	Rs. 60, 000/- per month
HRA	25% of the Basic Salary
Commission	@ 2% of the Net Profits computed in accordance with Section 198 of the Companies Act, 1956

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4. To consider, and if thought fit, pass with or without modification, the following Resolution as a Special Resolution.

“RESOLVED that subject to the confirmation of the Company Law Board as required by Section 17 of the Companies Act, 1956 the Registered Office of the Company be shifted from the State of Tamil Nadu to the State of Andhra Pradesh, and accordingly, Clause II of the Memorandum of Association be altered by substituting the following Clause for the existing Clause:

‘II. The Registered Office of the Company is situated in the State of Andhra Pradesh.’ “

“FURTHER RESOLVED that in terms of Proviso to Section 146 (2) of the Companies Act, 1956, the Board of Directors be and are hereby authorised to locate the Registered Office of the company at any place in the State of Andhra Pradesh,”

By order of the Board,

Hyderabad  
March 14, 2002

Sanjiv Gupta  
Managing Director

Notes:

1. **Item No. 4 above requires the consent of the sharcholders through Postal Ballot, as prescribed by the Companies (Passing of resolutions by postal ballot) Rules, 2001. A separate document detailing the procedure, and containing instruction for voting through postal ballot is being sent to the Shareholders along with this notice.**
2. A Member entitled to attend and vote at the Meeting is also entitled to appoint a Proxy to attend and vote at the Meeting instead of himself. A Proxy so appointed need not be a Member of the Company.
3. An Explanatory Statement as required by Section 173 of the Companies Act, 1956 is annexed to and forms a part of this Notice.
4. The Register of Members and the Share Transfer Registers will be closed from 20<sup>th</sup> April 2002 to 27<sup>th</sup> April 2002, both days inclusive.



## **EXPLANATORY STATEMENT**

(Pursuant to Section 173 of the Companies Act, 1956)

### **ITEM NO. 2**

At the meeting of the Board of Directors of the Company held on 18<sup>th</sup> January 2002, Mr. Sanjiv Gupta was appointed as Managing Director and Chief Executive Officer of the Company for a period of 5 years.

Mr. Sanjiv Gupta, who is a Director of the Company, was also the Whole-time director and Chief Executive Officer of the erstwhile Bodhtree Consulting Ltd., which merged with this Company as per the Scheme of Amalgamation approved by the Honourable High Courts.

In view of the merger having become effective the Board decided to appoint Mr. Sanjiv Gupta as Managing Director of the Company at the same remuneration he was entitled to in the Transferor Company. In addition, the Board also decided to pay him a Commission of 2% of the Net Profits of the Company

Section 269 of the Companies Act, 1956 read with Schedule XIII to the Act requires the appointment to be approved by the Shareholders in a General Meeting. The resolution is set out for this purpose.

Your Board recommends that the Resolution be passed.

None of the Directors of the Company is interested in the above Resolution, excepting Mr. Sanjiv Gupta.

### **ITEM NO. 3**

At the meeting of the Board of Directors of the Company held on 18<sup>th</sup> January 2002, Mr. Sanjay Verma was appointed as Whole-time Director and Chief Technical Officer of the Company for a period of 5 years.

Mr. Sanjay Verma, who is a Director of the Company, was also the Whole-time director and Chief Technical Officer of the erstwhile Bodhtree Consulting Ltd., which merged with this Company as per the Scheme of Amalgamation approved by the Honourable High Courts.

In view of the merger having become effective the Board decided to appoint Mr. Sanjay Verma as Whole-time Director and Chief Technical Officer of the Company at the same remuneration he was entitled to in the Transferor Company. In addition, the Board also decided to pay him a Commission of 2% of the Net Profits of the Company

Section 269 of the Companies Act, 1956 read with Schedule XIII to the Act requires the appointment to be approved by the Shareholders in a General Meeting. The resolution is set out for this purpose.

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Your Board recommends that the Resolution be passed.

None of the Directors of the Company is interested in the above Resolution, excepting Mr. Sanjay Verma, and his brother, Mr. Rajiv Verma, Director.

**ITEM No. 4**

Members are aware that the erstwhile Bodhtree Consulting Ltd., Hyderabad merged with this Company in terms of the Scheme of Amalgamation sanctioned by the Honourable High Courts of Madras and Andhra Pradesh.

After the amalgamation, the bulk of the operations of your Company are conducted from Hyderabad, and the functional Directors and most of the employees are also located at Hyderabad.

The earlier plans of your company to increase its operations in Tamil Nadu have also not fructified. Hence in order to reduce the overheads and also to achieve better operational control, your Directors feel that it is desirable to shift the Registered Office of your company to the State from which a substantial part of the operations are conducted.

Shifting of the Registered Office from one State to another entails the alteration of the Situation Clause of the Memorandum of Association, which requires your approval through a Special Resolution, and also the confirmation of the Company Law Board.

Your Directors recommend that the Resolution be passed.

All your Directors may be deemed to be interested in the resolution to the extent of their respective shareholdings in the Company.

Further, shifting of the Registered Office from one State to another automatically means removal of the Registered Office from the local limits of the city, town or village where its now situated as envisaged by the proviso to Section 146 (2) to the Companies Act, 1956. This is one of the items prescribed by Section 192 A of the Companies Act, which requires the resolution to be passed by Postal Ballot.