

31st **ANNUAL REPORT**



2012-2013



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Board of Directors

Mr. Sanjiv Gupta	:	Chairman
Mr. Pal Natarajan	:	Managing Director
Mr. Vikram Simha T.	:	Director
Mr. Ramanujam Kuppusamy	:	Director
Mr. Sriram Nimmagadda	:	Director
Mr. Shankaraiah Arram	:	Director
Mr. Katragadda Rajesh	:	Director

Company Secretary

Ms. G. Pushkarini

Auditors

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

Bankers

HDFC Bank Ltd
Banjara Hills branch,
Hyderabad.

Registered Office

10th Floor, Unit No-2, (Right Wing),
Vega Block the 'V', Plot No 17,
Software Units Layout, Hitech City,
Madhapur, Hyderabad- 500 081
Andhra Pradesh, INDIA.
Phones: +91-40-66222333
Fax: + 91-40-66222444
Email: cosecy@bodhtree.com
Website: www.bodhtree.com

Registrar & Share Transfer Agents:

Karvy Computershare Private Limited
Plot No 17 to 24, Vittalrao Nagar
Madhapur, Hyderabad-500 081
Phones: 040-44655000
Fax: 040-23420814
Email: einward.ris@karvy.com

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of **Bodhtree Consulting Limited** will be held at Crystal-II hall, Hotel Aditya Sarovar Premiere, Hitech City, Gachibowli, Hyderabad- 500032, Andhra Pradesh, INDIA, on **Friday, the 28th June, 2013 at 10.00 A.M.** to consider the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2013, the Profit and Loss Account for the year ended on that date, and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjiv Gupta, Director who retires by rotation, and is eligible for reappointment.
3. To appoint a Director in place of Mr. Torpunuri Vikram Simha, Director who retires by rotation, and is eligible for reappointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Sri. Ramanujam Kuppusamy, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 257 read with Section 190 of the said Act, along with a deposit of Rs.500/- proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be determinable by retirement of Directors by rotation."
6. To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Sri. Shankaraiah Arram, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 257 read with Section 190 of the said Act, along with a deposit of Rs.500/- proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be determinable by retirement of Directors by rotation."
7. To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Sri. Rajesh Katragadda, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 257 read with Section 190 of the said Act, along with a deposit of Rs.500/- proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be determinable by retirement of Directors by rotation."

By Order of the Board

Place: Hyderabad
Date : 16th May, 2013

Sd/-
Pal Natarajan
Managing Director

Notes:

1. 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 ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be valid and effective, must be delivered at the registered office of the company not later than 48 hours before the commencement of the meeting. The Proxy form is attached separately.
2. The register of members and share transfer books of the company will remain closed from 24th June, 2013 to 28th June, 2013 (both days inclusive).
3. Members are requested to send all communications relating to shares and any change in address to the Registrar and Share Transfer Agent, M/s Karvy Computer share Pvt. Ltd. Members holding shares in identical order of names in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holding into one folio.
4. Members/ Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Additional copy of Annual Report and duplicate attendance slip will not be issued at the place of the meeting.
5. Members are requested to come to the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes of the commencement of the meeting.
6. Consequent upon the introduction of Section 109 A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their request in Form No. 2B in duplicate to the company.
7. Members desirous of getting any information about the accounts and / or operations of the company are requested to write to the company at least seven days before the date of the meeting to enable the company to keep the information ready at the meeting.
8. Pursuant to the requirements on the Corporate Governance under the Listing Agreement entered into with the Stock Exchanges, the information about the directors proposed to be re-appointed is given in the annexure to the notice.
9. Trading in the Equity shares of the Company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is **INE104F01011**.
10. The members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.

**Details of Directors seeking re-appointment at the up-coming 31st Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

(a) As required under the listing Agreement, the particulars of Director, Mr. Sanjiv Gupta, who is proposed to be re-appointed are given below:

a	Name	Mr. Sanjiv Gupta
b	Brief Resume	
	i) Age	51 years
	ii) Educational Qualification	B.Com
	iii) Experience in specific functional area	He has over 25 years of successful entrepreneurial experience.
	iv) Date of appointment on the board of the Company (Bodhtree Consulting Limited)	03-11-1999
c	Nature of expertise in functional area	He founded Bodhtree Ltd to offer niche Web Services expertise to the industry and tied up with reputed organizations like Hewlett-

		Packard and AU System (Sweden). He expanded the company into other high-growth areas like Data Quality Management and Business Analytics and partnered with leading healthcare giants in the US. He initiated a Strategic Business Unit within the company focused on offering New Media Delivery and Archival services to the publication industry and has led it to become a separate corporate entity called Pressmart Media Limited. He has also co-founded Trylah, a first-of-its kind B2B mobile search classified service based in Malaysia and expanding rapidly across the South East Asia. He is also the co-founder of 24x7guru.com, an education E-Assessment portal – the only portal of its kind that has already served over 2.7 million students offline.
d	Name(s) of the other Companies in which directorship held (as per Section 275 and 278 of the Companies act, 1956)	<ol style="list-style-type: none"> 1. Mas Trading And Investments (P) Ltd 2. Culinary Cuisines Private Ltd 3. Mystic Accessories Private Ltd 4. Ad Smart Media Services Private Ltd 5. Perks (India) Private Ltd 6. Artflute Gallery Private Ltd 7. Bodhtree Solutions Private Ltd 8. Mobileo2 Technologies Private Ltd 9. Normak Fashions Private Ltd
e	Name(s) of Companies in which committee Membership(s) held	Nil
f	No. of shares of Rs.10/- each held by the Director	8,66,100
g	Relationship between Directors inter se (As per Section 6 and Schedule 1A of the Companies Act, 1956)	Nil

(b) As required under the listing Agreement, the particulars of Director, Mr. T. Vikram Simha who is proposed to be re-appointed are given below:

a	Name	T. Vikram Simha
b	Brief Resume	
	i) Age	46 years
	ii) Qualification	MBA and a Master's degree in Engineering, both from Texas A&M University and Bachelors in Engineering from Osmania University
	iii) Experience in specific functional area	He has over 20 years of Management Consulting experience emphasizing on business strategy, business intelligence, finance and project management.
	iv) Date of appointment on the board of the Company (Bodhtree Consulting Limited)	06-05-2011

c	Nature of expertise in functional area	As serial tech entrepreneur, he has founded several companies that specialize in translating corporate strategy into actionable components and build enabling technology solutions that help executives make better decisions. He is actively taking part in several non-profit organizations that focus on education and primary health.
d	Name(s) of the other Companies in which directorship held (as per Section 275 and 278 of the Companies act, 1956)	1. e2e Analytix Technologies Pvt Ltd 2. Pressmart Media Ltd 3. Centramed Technologies India Pvt. Ltd
e	Name(s) of Companies in which committee Membership(s) held	Nil
f	No. of shares of Rs.10/- each held by the Director	1,81,567
g	Relationship between Directors inter se (As per Section 6 and Schedule 1A of the Companies Act, 1956)	Nil

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956
ITEM NO. 5

The particulars of Director, Mr. Ramanujam Kuppusamy, who is proposed to be appointed as a director are given below:

a	Name	Mr. Ramanujam Kuppusamy
b	Brief Resume	
	i) Age	69 years
	ii) Educational Qualification	CPA
	iii) Experience in specific functional area	He has been a practicing accountant in Singapore for the last 31 years having established Rama & Company, a reputed and well-respected accounting firm, as its Managing Partner. He is also Chairman of Prudential Public Accounting Corporation, which is one of the well-established accounting corporations in Singapore.
	iv) Date of appointment on the board of the Company (Bodhtree Consulting Limited)	24-12-2012
c	Nature of expertise in functional area	He was a founder partner of Messrs. Pannel Kerr Forster, an international accounting firm, when they commenced operations in Singapore in 1985. He is well known among the Indian Community and business houses in Singapore and South East Asia.
d	Name(s) of the other Companies in which directorship held (as per Section 275 and 278 of the Companies act, 1956)	1. Thejasvin Securities Private Limited 2. Seven Hills Enterprises Private Limited 3. Mercury Capital Private Limited
e	Name(s) of other Companies in which committee Membership(s) held	Nil

f	No. of shares of Rs.10/- each held by the Director	2,10,400
g	Relationship between Directors inter se (As per Section 6 and Schedule 1A of the Companies Act, 1956)	Nil

The Board considered that the co-option of Mr. Ramanujam Kuppusamy would immensely help the Company in various fronts and appointed him as an Additional Director under Section 260 of the Companies Act, 1956 w.e.f. 24th December, 2012, who holds office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a Member of the Company along with a deposit of Rs.500/- under Section 257 read with Section 190 of the Companies Act, 1956 proposing the candidature of Sri Ramanujam Kuppusamy for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of Section 257 of the Companies Act, 1956, any such proposal ought to be approved by the members in their meeting. Hence, the Board recommends the resolution for your approval.

None of the Directors except Sri Ramanujam Kuppusamy is interested in the above said resolution.

ITEM NO. 6

The particulars of Director, Mr. Shankaraiah Arram, who is proposed to be appointed as a director are given below:

a	Name	Mr. Shankaraiah Arram
b	Brief Resume	
	i) Age	71 years
	ii) Educational Qualification	Ph.D.
	iii) Experience in specific functional area	He is a well-known and distinguished Professor in Management with rich experience, he discharged the role of registrar twice at Kakatiya University, later he has progressed to become Dean of various departments.
	iv) Date of appointment on the board of the Company (Bodhtree Consulting Limited)	24-12-2012
c	Nature of expertise in functional area	Currently he is serving as a Director of a Post-Graduate college and was instrumental in taking the college to great heights. He is also a member of Andhra Pradesh Productivity Council, where thousands of computer experts/literates pass out annually. He is a Regional Director of Central Government sponsored "Jana Sikshana Samastha" (JSS) with a social cause of upbringing the lower sections of the society.
d	Name(s) of the other Companies in which directorship held (as per Section 275 and 278 of the Companies act, 1956)	--
e	Name(s) of other Companies in which committee Membership(s) held	Nil
f	No. of shares of Rs.10/- each held by the Director	Nil
g	Relationship between Directors inter se (As per Section 6 and Schedule 1A of the Companies Act, 1956)	Nil

In view of the versatile experience and knowledge of Mr. Shankaraiah Arram, the Board co-opted him as additional director on the Board w.e.f. 24th December, 2012, who holds office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a Member of the Company along with a deposit of Rs.500/- under Section 257 read with Section 190 of the Companies Act, 1956 proposing the candidature of Sri Shankaraiah Arram for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of Section 257 of the Companies Act, 1956, any such proposal ought to be approved by the members in their meeting. Hence, the Board recommends the resolution for your approval.

None of the Directors except Sri Shankaraiah Arram is interested in the above said resolution.

ITEM NO. 7

The particulars of Director, Mr.Rajesh Katragadda, who is proposed to be appointed as a director are given below:

a	Name	Mr. Rajesh Katragadda
b	Brief Resume	
	i) Age	37 years
	ii) Educational Qualification	Master's Programme in International Business, International Marketing.
	iii) Experience in specific functional area	He played an active role in decision making at the Management and Operational levels in National and Multi-National companies. He coordinated and communicated with the offshore and onshore teams, identified the key challenges and processed them based on organization's goals and vision document.
	iv) Date of appointment on the board of the Company (Bodhtree Consulting Limited)	10-05-2013
c	Nature of expertise in functional area	He was worked in different cultural backgrounds in USA and UK and discharged roles as the key single point of contact for the Migration of process in the domain areas of Trade Reconciliations, Wealth Management, Credit Ratings, Reference data Management, Transfer Agency and Stock broking projects companies etc.... encompassing Banking and Financial service domain.
d	Name(s) of the other Companies in which directorship held (as per Section 275 and 278 of the Companies act, 1956)	New Era Medical Solutions Private Limited
e	Name(s) of other Companies in which committee Membership(s) held	Nil
f	No. of shares of Rs.10/- each held by the Director	Nil
g	Relationship between Directors inter se (As per Section 6 and Schedule 1A of the Companies Act, 1956)	Nil

The Board considered that the co-option of Mr. Rajesh Katragadda would help the Company in reaching heights and appointed him as an additional Director under Section 260 of the Companies Act, 1956 w.e.f. 10th May, 2013, who holds office upto the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a Member of the Company along with a deposit of Rs.500/- under Section 257 read with Section 190 of the Companies Act, 1956 proposing the candidature of Sri Rajesh Katragadda for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of Section 257 of the Companies Act, 1956, any such proposal ought to be approved by the members in their meeting. Hence, the Board recommends the resolution for your approval.

None of the Directors except Sri Rajesh Katragadda is interested in the above said resolution.

By Order of the Board

Place: Hyderabad

Date : 16th May, 2013

Sd/-

Pal Natarajan

Managing Director