



34th
ANNUAL REPORT
2015 - 2016

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CORPORATE INFORMATION**Board of Directors**

Mr. Krishnan Jayaraman (DIN. 07277651)

Mr. L N Ramakrishna (DIN. 03623543)

Mr. Katragadda Rajesh (DIN. 02727491)

Mr. Sanjiv Gupta (DIN. 00233040)

Mr. Nimmagadda Sriram (DIN. 02978454)

Mr. Muthukrishnan Swaminathan (DIN. 00339373)

Mrs. L Muneashwari (DIN. 07219454)

Chairman

Managing Director

Director

Director

Director

Director

Additional Director (Appointed w.e.f. 14th November, 2015)

Chief Financial Officer

Mr. Prabhakar Rao Kallur

Company Secretary

Mr. CS Srikanth Reddy Kolli

Bankers

HDFC Bank Ltd

Indian Overseas Bank

Registered Office

Block "A", Wing "2", Level -6, Cyber Gateway,
HITECH City, Madhapur, Hyderabad- 500 081
Telangana, INDIA.

Phones: +91-40-66222333

Fax: + 91-40-66222444

Email: cosecy@bodhtree.com

Website: www.bodhtree.com

CIN: L74140TG1982PLC040516

Registrar & Share Transfer Agents

M/s. Venture Capital and Corporate Investments
Private Limited ,

12-10-167, Bharatnagar,

Hyderabad-500018

Ph: 040-23818475/476,

Fax: 040-23868024

Email: info@vccilindia.com

Secretarial Auditors

M/s. P. S. Rao & Associates

Company Secretaries

Flat No.10, 4th Floor, D. No.6-3-347/22/2

Ishwarya Nilayam, Opp. Sai Baba Temple,

Dwarakapuri Colony, Punjagutta,

Hyderabad – 500 082, T.S., India

Internal Auditors

M/s. Srinivas & Poorna, Chartered Accountants,

Ameerpet, Hyderabad, Telangana, India

Statutory Auditors

M/s. Nisar & Kumar, Chartered Accountants

6-2-941, Flat No. 205, Mughal's Emami- Mansion,

Khairatabad, Hyderabad, Telangana - 500 004,

India

Listed with

M/s. BSE Limited (Stock Exchange), Mumbai

BOARD COMMITTEES

Audit Committee	Mr Katragadda Rajesh	- Chairman
	K Ramanujam	- Member (up to 05 August 2015)
	Mr N Sriram	- Member
	Mr Muthukrishnan	- Member (w.e.f. 30 May 2015)
	Swaminathan	
Stakeholders Relationship Committee	Mr Katragadda Rajesh	- Chairman
	K Ramanujam	- Member (up to 05 August 2015)
	Mr N Sriram	- Member
	Mr Muthukrishnan	- Member (w.e.f. 30 May 2015)
	Swaminathan	
Nomination and Remuneration Committee	Mr Katragadda Rajesh	- Chairman
	K Ramanujam	- Member (up to 05 August 2015)
	Mr N Sriram	- Member
	Mr Sanjiv Gupta	- Member
Risk Management Committee	Mr Katragadda Rajesh	- Chairman
	K Ramanujam	- Member (up to 05 August 2015)
	Mr N Sriram	- Member
	Mr Muthukrishnan	- Member (w.e.f. 30 May 2015)
	Swaminathan	

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at **Crystal-II, Radisson**, Hitec City, Gachibowli, Hyderabad, Telangana State, India, 500 032 on **Friday, the 30th day of September, 2016 at 09.00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31 March, 2016, together with the Reports of Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2016, together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Lakkimsetti Naga Ramakrishna (DIN: 03623543) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Auditors

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution with or without modification there of:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Company (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies the appointment of M/s. Nisar & Kumar, Chartered Accountants (Firm Registration No. 127820W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-fifth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. Regularization of Additional Director:

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Lakkimsetti Muneashwari (DIN:07219454), who was appointed as an Additional Director with effect from November 14th, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a director of the Company whose period of office shall be determinable by retirement of Directors by rotation.”

5. Approval of Related Party Transactions:

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT in supersession of earlier resolution/s and pursuant to Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Listing Agreement with the Stock Exchange(s), (as amended from time to time by Stock Exchange or by the Securities and Exchange Board of India and for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial for the Company with the below mentioned related parties during every financial year commencing after 31st March, 2016 up to maximum amount per financial year mentioned below, for a period of 3 (three) years.

S. No.	Name of the Related Party	Nature of Transactions	Max. Amount per financial year	Price
1	M/s. Bodhtree Solutions Inc., USA	Sales/Export/ Import of Services/Advance/Loan	100 Cr.	Arm's length price
2.	M/s. Bodhtree Human Capital Private Limited	Availing/ Rendering of Services/Loan/Advance	25 Cr.	Arm's length price
3.	M/s. Bodhtree Solutions Pte Ltd, Singapore	Sales/Export/ Import of Services/Loan/Advance	30 Cr.	Arm's length price
4.	M/s. Kepler Information Systems Pvt Ltd	Availing/ Rendering of Services/Loan/Advance	10 Cr.	Arm's length price
5.	M/s. Sreeven Infocom Ltd	Availing/ Rendering of Services/Loan/Advance	10 Cr.	Arm's length price
6.	M/s. Pressmart Media Limited	Advance/Loan/Services	10 Cr.	Arm's length price
7	M/s. Learnsmart (India) Pvt Ltd	Advance/Loan/Services	10 Cr.	Arm's length price
8.	Key Managerial Personnel	Managerial Remuneration	Within the limits approved by the board / members	--
9.	Others	Unforeseen	Upto Rs.10 Cr. per transaction	Arm's length price

FURTHER THAT the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all other matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, executive chairman, managing director, whole time director(s), director(s) and/or any officers of

the Company, and authorize them to sign and execute all agreements, applications, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution.”

6. Approval of Bodhtree Consulting Limited Employee Stock Options Plan 2016 and grant of Employee Stock Options to the employees of the Company there under:

To Consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and are hereby accorded respectively to the 'Bodhtree Consulting Limited Employee Stock Options Plan 2016' (hereinafter referred to as the “BCL ESOP 2016”) and to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee/Trust, including the Nomination and Remuneration Committee/ Compensation Committee/ Trust which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of Employee Stock Options (“Options”), to the permanent employees including Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than **10 Lakh (Ten Lakhs only)** fully paid-up Equity Shares in the Company in aggregate, of face value of Rs. 10/- each, directly by the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of Options from time to time in accordance with the BCL ESOP 2016 and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

FURTHER THAT the number of Employee Stock Options that may be granted to any employee including any Director of the Company (not being an independent director), in any financial year and in aggregate under the BCL ESOP 2016 shall be lesser than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid of 10 Lakh (Ten Lakhs only) Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the BCL ESOP 2016 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the BCL ESOP 2016 and do all other things incidental and ancillary thereof.

FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the BCL ESOP 2016.

FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities allotted under the BCL ESOP 2016 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges, SEBI (LODR) Regulations, 2015 and other applicable guidelines, rules and regulations.

FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee/Compensation Committee/Trust to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of BCL ESOP 2016 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

7. To Borrow Money in excess of Aggregate of paid-up share capital and free reserves of the Company:

To Consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT in supersession of earlier resolution(s) passed and pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013, the Rules made thereunder and its related and applicable provisions if any, or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof) the Company hereby accords its consent to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) of the Company for borrowing any sum or sums of money from time to time whether in Indian rupees or foreign currency (including External Commercial Borrowings in foreign denominated currencies from any foreign source/countries as prescribed by guidelines, if any in this respect) from any one or more Company's, Bankers and/or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, debentures, bonds or other securities, whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided such total amount so borrowed by the Board shall not at any time exceed the limit of Rs.100 crores (Rupees One Hundred Crores only).

FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient.

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.”

8. To approve creation of charge on the total assets of the Company to secure its borrowings:

To Consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT in supersession of earlier resolution(s) passed and pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013, the Rules made thereunder and all other applicable provisions if any, or any other law for the time being in force (including any statutory modification on or amendment thereto or reenactment thereof for the time being in force) the Company hereby accords its consent to the Board of Directors (hereinafter called “the Board”, which term shall be deemed to include any other Committee

of the Board, which the Board may have constituted or hereinafter constitute for time being, to exercise its powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purpose) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and/or Indian rupees) and/or working capital facilities and/or Securities issued/to be issued by the Company, from time to time, up to an amount of Rs.100 Crores (Rupees One Hundred Crores only) together with interests, compound/additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to enter into, sign, seal, execute and deliver such arrangements, assignments, conveyances, covenants, contracts, deeds, writings and other instruments and to do all such acts, deeds, matters and things in the name and on behalf of the Company as the Board may consider expedient, usual, proper or desirable for creating mortgages/charges/hypothecation on all or any of the immoveable and moveable properties of the Company, both present and future, which may be beneficial to the Company.

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.”

9. Approval for Further Issuance of Securities:

To Consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1) read with the rules and regulations made thereunder and other applicable provisions, if any, of the Companies Act, 2013(including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) (“Companies Act”), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment, modification, variation or re-enactment thereof)(“ICDR Regulations”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the ICDR Regulations, the applicable equity listing agreements entered into by the Company with the stock exchange(s) where the equity shares of the Company of face value of Rs. 10 each (“Equity Shares”) are listed or are currently proposed to be listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment thereof(“FEMA”) and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000 including any amendments, statutory modification(s) and/ or re-enactment thereof, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (“FCCB Scheme”) and the Depository Receipts Scheme, 2014 (“GDR Scheme”) and all other applicable statutes, rules, regulations,