

37th

Annual Report



2018-2019

Contents

	Page No.
Corporate Information	02
Notice of 37 th Annual General Meeting	06
Director's Report	22
Management Discussion and Analysis	32
Corporate Governance Report	57
Secretarial Auditors' Report	72
Auditor's Report – Standalone Financial Statements	82
Standalone Financial Statements	89
Auditor's Report - Consolidated Financial Statements	114
Consolidated Financial Statements	120
Attendance Slip	144
Proxy Form	146
Polling Paper	148
Route Map	149

CORPORATE INFORMATION**Board of Directors**

Mr. L N Rama Krishna	Managing Director
Mr. Sanjiv Gupta	Non-executive Director
Mrs. L Muneashwari	Non-executive Director
Mr. Katragadda Rajesh	Independent Director
Mr. Srinivas Reddy Mallayagari	Independent Director (Appointed w.e.f. 16.02.2019)
Mr. Muninder Raja Arram	Additional Director (Appointed w.e.f. 14.11.2018)
Mr. Muthukrishnan Swaminathan	Independent Director (Resigned w.e.f. 21.11.2018)

Chief Financial Officer

Mr. Prabhakar Rao Kallur (Resigned w.e.f. 18.04.2019)

Company Secretary & Compliance Officer

Mr. Varsha Gupta (Appointed w.e.f 01.10. 2018)

Bankers

HDFC Bank Ltd
Indian Overseas Bank

Registered Office

Block "A", Wing "2", Level -6, Cyber Gateway,
HITEC 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

Venture Capital and Corporate Investments
Private Limited ,
12-10-167,Bharatnagar,
Hyderabad-500018
Ph: 040-23818475/476,
Fax: 040-23868024
Email: info@vccilindia.com

Statutory Auditors

M/s. N K R & Co, Chartered Accountants
6-2-941, Flat No. 205, Mughal's Emami- Mansion,
Khairatabad, Hyderabad, Telangana - 500 004,
India

Internal Auditors

M/s. Srinivas & Poorna, Chartered Accountants,
Ameerpet, Hyderabad, Telangana, India

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

Listed with

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

BOARD COMMITTEES**Audit Committee**

Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member (Appointed w.e.f. 16.02.2019)
Mrs. Muneashwari Lakkimsetti	Member
Mr. Muthukrishnan Swaminathan	Member (Resigned w.e.f. 21.11.2018)

Stakeholders Relationship Committee

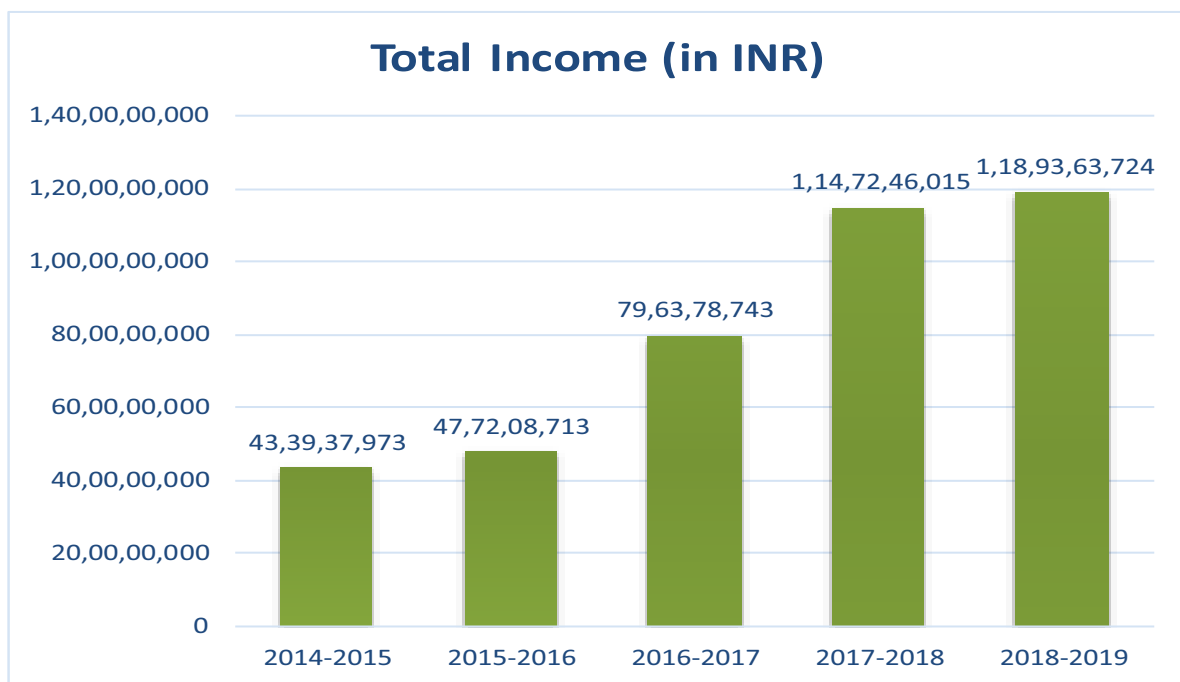
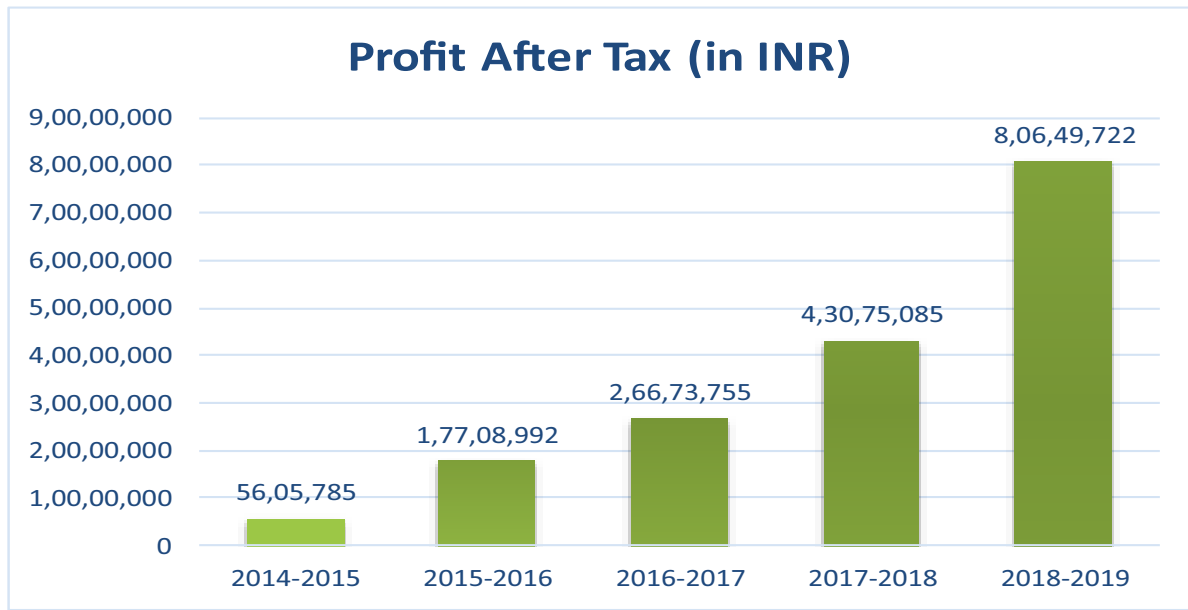
Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member (Appointed w.e.f. 16.02.2019)
Mrs. Muneashwari Lakkimsetti	Member
Mr. Muthukrishnan Swaminathan	Member (Resigned w.e.f. 21.11.2018)

Nomination and Remuneration Committee

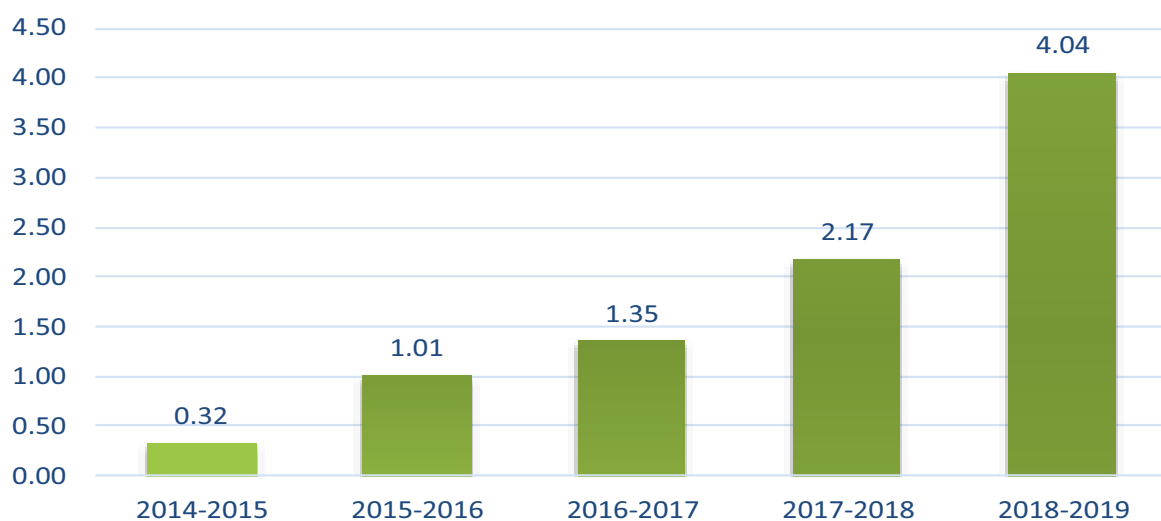
Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member (Appointed w.e.f. 16.02.2019)
Mr. Sanjiv Gupta	Member
Mr. Muthukrishnan Swaminathan	Member (Resigned w.e.f. 21.11.2018)

Risk Management Committee

Mr. Rajesh Katragadda	Chairman
Mrs. Muneashwari Lakkimsetti	Member
Mr. Muthukrishnan Swaminathan	Member (Resigned w.e.f. 21.11.2018)
Mr. Srinivas Reddy Mallayagari	Member (Since 16.02.2019)

PERFORMANCE OF THE COMPANY OVER THE LAST 5 FINANCIAL YEARS

Earning Per Share (in INR)



Net Profit Margin %



NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at **Crystal-I, Radisson**, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032 on **Saturday**, the **28th day of September, 2019** at **09.30 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, 2019, 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, 2019, together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr. L N Rama Krishna (DIN: 03623543) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors
To consider and, if deemed fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment (s) thereof, for the time being in force), M/s NSVR & Associates LLP, Chartered Accountants, Firm Registration No: 008801S/S200060), be and are hereby appointed as the statutory auditors of the Company in place of the retiring auditors for a term of five consecutive years from the conclusion of this AGM to the conclusion of the sixth consecutive AGM at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Appointment of Mr. Muninder Raja Arram (DIN: 07962171) as Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Muninder Raja Arram (DIN 07962171) who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 14, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

5. Appointment of Mr. Srinivas Reddy Mallayagari (DIN: 08070053) as Independent Director of the Company.

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

“RESOLVED THAT Srinivas Reddy Mallayagari (DIN 08070053) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 16, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Srinivas Reddy Mallayagari, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 16, 2019 to February 15, 2024, be and is hereby approved.”

6. 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 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, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to the consents and approvals of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution), the Company be and is hereby authorized to offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, in one or more tranches, in the course of Indian and / or international offering(s) in one or more foreign markets, for cash, at such price or prices, at market price(s) or at a discount, as may be permissible under applicable law or premium to market price(s) in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker(s) and/ or other advisor(s) or otherwise, for an aggregate amount up to Rs. 100 crores (Rupees One Hundred crores only) by way of a public issue or a private placement, including a qualified institutions placement ("QIP") in accordance with the provisions of Chapter VIII of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") as defined in the ICDR Regulations, document(s), whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at a price not less than the price calculated as per the applicable pricing formulae and as may be permitted by the relevant regulatory/ statutory authority, together with any amendments and modifications thereto, but without requiring any further approval or consent from the shareholders.

FURTHER THAT the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board decides to open the issue of such Securities, subsequent to the receipt of shareholders' approval in terms of the Companies Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines. In the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for the purpose of pricing of such securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.

FURTHER THAT price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) the ICDR Regulations, if required.

FURTHER THAT in the event the proposed issuance of Securities ("Issue") is undertaken by way of a QIP, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to QIBs, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 (twelve) months from the date of this resolution approving the QIP or such other time as may be allowed under the ICDR Regulations from time to time and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Securities shall not be eligible to be sold by the allottees pursuant to the QIP for a period of 12 (twelve) months from the date of allotment, except on a recognized stock exchange, or as may be permitted from time to time under the ICDR Regulations. Furthermore, the Board may, at its absolute discretion, issue Securities at such discount to the floor price as determined in accordance with the ICDR Regulations.

FURTHER THAT the Company and/or any agency or body authorized by the Company may issue ADRs or GDRs representing the underlying Equity Shares or other securities issued by the Company, in registered form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in the international markets including filing any registration statement and any amendment thereto with the respective regulatory authorities.

FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the proposed offering; and all such Equity Shares shall rank pari-passu with the existing Equity Shares of the Company in all respects and the Board is further authorized to execute necessary documents for the purpose of listing the Equity Shares on the Stock Exchanges.

FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed. Furthermore, the Board is hereby authorized to enter into and execute all such arrangements/agreements as the case may be with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate all such agencies including payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges in India and/or overseas as the case may be.