



**Empowering
Resilience**

**38th
ANNUAL
REPORT**

Bodhtree Consulting Limited

2019 - 2020



www.bodhtree.com

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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	Director (Resigned w.e.f. 06.01.2020)
Mr. Rajesh Kotha Guptha	Director (Appointed w.e.f. 30.09.2020)
Mr. Puvvala Kumar Prasen	Independent Director (Appointed w.e.f. 30.09.2020)

Chief Financial Officer

L N Ramakrishna (Appointed w.e.f. 14.11.2019)

Company Secretary & Compliance Officer

Ms. Varsha Gupta

Bankers

HDFC Bank Ltd
Indian Overseas Bank
Lakshmi Vilas Bank

Registered Office

Level- 6, Wing-B, Melange Towers,
Patrika Nagar, Madhapur
Hitech City, Hyderabad – 500081
Telangana, INDIA.
Phones: +91-40-42619840
Fax: + 91 -40-66222444
Email: cosecy@bodhtree.com
Website: www.bodhtree.com
CIN: L74140TG1982PLC040516

Statutory Auditors

M/s. NSVR & Associates LLP, Chartered Accountants
Flat No. 202, Nestcon Gayatri Apartments,
Panchavati Co operative Society, Banjara hills 5000, Hyderabad – 500034, 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 – 500082, T.S., India

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: Email: info@vccilindia.com

Listed with

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

Internal Auditors

Ms. K Sravanthi, Chartered Accountants,
Hyderabad, Telangana, India

BOARD COMMITTEES

Audit Committee

Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member
Mrs. Muneashwari Lakkimsetti	Member

Stakeholders Relationship Committee

Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member
Mrs. Muneashwari Lakkimsetti	Member

Nomination and Remuneration Committee

Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member
Mr. Sanjiv Gupta	Member

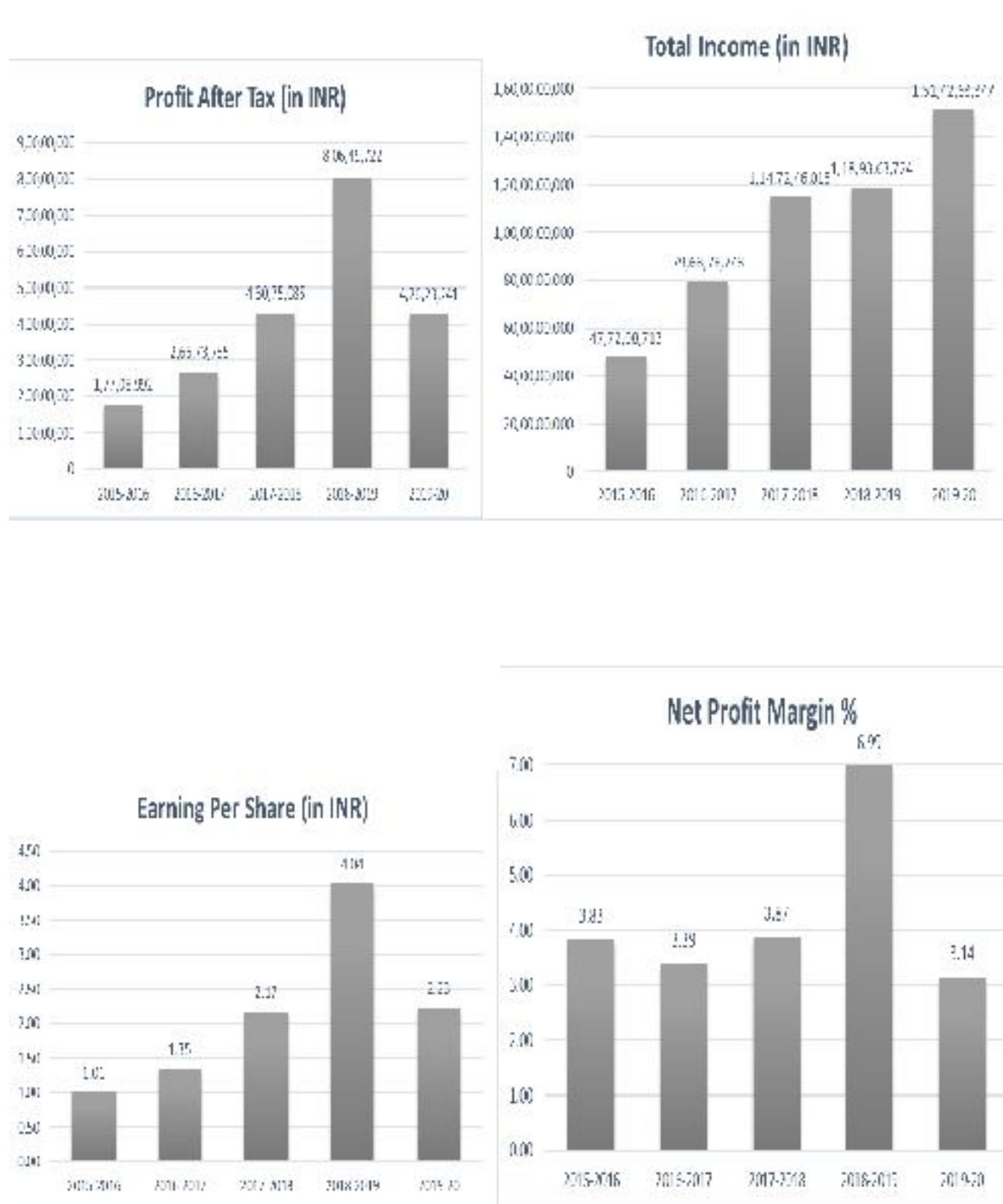
Risk Management Committee

Mr. Rajesh Katragadda	Chairman
Mrs. Muneashwari Lakkimsetti	Member
Mr. Srinivas Reddy Mallayagari	Member

Corporate Social Responsibility Committee – Constituted on 14.08.2019

Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member
Mr. Muninder Raja Arram	Member (Resigned w.e.f. 06.01.2020)
Mr. Rajesh Kotha Gupta	Member (Appointed w.e.f 13.11.2020)

PERFORMANCE OF THE COMPANY OVER THE LAST 5 FINANACIAL YEARS



NOTICE

Notice is hereby given that the Thirty Eighth Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at 10:00 A.M. on Friday, 18th day of December, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. a) Adoption of Audited Standalone Financial Statements:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31 March 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

b) Adoption of Audited Consolidated Financial Statements:

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended 31 March 2020 and the Report of the Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended 31 March 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. Appointment of Mr. Sanjiv Gupta (DIN: 00233040), liable to retire by rotation

To appoint a Director in place of Mr. Sanjiv Gupta (DIN: 00233040) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjiv Gupta (DIN: 00233040), who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Re- Appointment of Mr. Rajesh Katragadda (DIN: 02727491) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Rajesh Katragadda (DIN: 02727491), Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 23rd December, 2019 to 22nd December, 2024.

4. Re- appointment of Mr. Lakkimsetti Naga Ramakrishna (DIN: 03623543) as Managing Director of the Company and fixing remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, including and statutory modification(s) or re-enactment thereof, for the time being in force and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to recommendation of Nomination and Remuneration Committees and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Lakkimsetti Naga Ramakrishna (DIN: 03623543) as Managing Director of the Company for a period of 3 Years upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. L N Ramakrishna."

5. Appointment of Mr. Kotha Rajesh Guptha (DIN: 06676965) as Director of the Company

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

"RESOLVED THAT Mr. Kotha Rajesh Guptha (DIN: 06676965) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 30th September, 2020 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 the 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 him candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. Appointment of Mr. Puvvala Kumar Prasen (DIN: 00908396) 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 Mr. Puvvala Kumar Prasen (DIN: 00908396) who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 30, 2020 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 the 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 Mr. Puvvala Kumar Prasen, 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 September 30, 2020 to September 29, 2025, be and is hereby approved."

7. **Ratification and amendment of "BCL-ESOP 2016 PLAN"**

To consider and if thought fit to pass with or without modification(s), the following as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or amendment(s) or variation(s) or re-enactment(s) thereof, for the time being in force) (the "Companies Act"), Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, read with circulars, notifications and guidelines issued by the Securities and Exchange Board of India in this regard, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and enabling provisions of Memorandum of Association and Articles of Association of the Company, and any other applicable rules, regulations, ordinances, guidelines, clarifications, circulars, directions, orders and notifications and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company in its sole discretion (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), the "Bodhtree Consulting Limited Employee Stock Options Plan 2016" (hereinafter referred to as the "BCL ESOP 2016") of the Company which was approved and adopted by the Members at the Annual General Meeting of the Company held on September 30, 2016 be and is hereby ratified, as given below:

(i) Identification of classes of employees entitled to participate in the ESOS:

Identification of employees eligible to participate in the ESOS and Grant of options to identified employees will be based on such parameters such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, etc., and such other factors as may be appropriate as may be decided by the Board of Directors or any Committee of the Board, in its discretion, from time to time.

ii) The options granted to a grantee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

(iii) Total number of stock options to be granted:

14,81,333 (Fourteen lakh Eighty One thousand Three Hundred and Thirty Three) options to be granted inclusive of 10,00,000 shares under the existing BCL ESOP 2016 Plan merged with 4,81,333 shares underlying in the BCL Employees Benefit Trust in the Company.

(iv) Trust means the existing "BCL Employees Benefit Trust" of the Company which shall be renamed as BCL ESOP Trust to administer and implement the BCL ESOP 2016 Plan.

(v) The Trust shall be re-constituted in compliance with Regulation 3(4) of SEBI (Share Based Employee Benefit Regulations), 2014

(vi) Compensation Committee to be formed for administration and superintendence of the schemes pursuant to Regulation 5 of SEBI (Share Based Employee Benefit) Regulations, 2014.

RESOLVED FURTHER THAT the above amendments shall be applicable to the options to be granted under the existing Employee Stock Option Plan of the Company.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company including the Nomination and Remuneration Committee (the "NRC") or any other committee of Directors duly authorised by the Board be and is hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution."

**By Order of the Board of Directors
For Bodhtree Consulting Ltd**

Place: Hyderabad
Date: 13.11.2020

Varsha Gupta
Company Secretary & Compliance Officer

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 ("SEBI Circular") have permitted the holding of the Annual General Meeting ("the Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through **VC / OAVM** (hereinafter referred to as "AGM" or "e -AGM"). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the AGM is annexed hereto.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address, i.e. cosecy@bodhtree.com
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company, i.e. www.bodhtree.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of the CDSL www.evotingindia.com.
6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The International Securities Identification Number (ISIN) allotted to the Company's equity shares is INE104F01011. Trading in the equity shares of the Company through Stock Exchanges was made compulsory in dematerialized form. Shareholders are advised to open demat accounts with any of the Depository Participants (DPs) of their choice registered with NSDL and CDSL and convert their physical holding into electronic holding.
9. Pursuant to the provisions of Section 124 of the Companies Act 2013, the details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company. Shareholders are requested to ensure that they claim the dividend(s) from