



2020-2021



39th ANNUAL REPORT

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CORPORATE INFORMATION

Board of Directors

Mr. L N Rama Krishna	Managing Director (Resigned w e f 30 th July 2021 and currently (Non-Executive Director)
Mr. Sanjiv Gupta	Non-executive Director (Resigned w e f 12 th august 2021)
Mrs. L Muneashwari	Non-executive Director (resigned w e f 29 th June 2021)
Mr. Katragadda Rajesh	Independent Director
Mr. Srinivas Reddy Mallayagari	Independent Director (Resigned w e f 13 th August 2021)
Mr. Rajesh Kotha Guptha	Director (Appointed as Wholetime Director w.e.f. 30.07.2021) (Resigned as Wholetime Director & Director w e f 04 th Oct 2021)
Mr. Puvvala Kumar Prasen	Independent Director (Resigned w e f 04 th October 2021)
Mr Santosh Kumar Vanagapally	Wholetime Director (Appointed w e f 04 th October 2021)
Mr S Sivaraman	Independent Director (Appointed w e f 04 th October 2021)
Ms. P Subhashini	Independent Director (Appointed w e f 26 th October 2021)
Mr S Pattabhiraman	Independent Director (Appointed w e f 28 th October 2021)

Chief Financial Officer

L N Ramakrishna	(Resigned w.e.f. 30 th July 2021)
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Company Secretary & Compliance Officer

Ms. Varsha Gupta	(Resigned w.e.f 23 rd July 2021)
Mr. A S Nageswar Rao	(Appointed w.e.f 24 th July, 2021)

Bankers

HDFC Bank Ltd
Indian Overseas Bank
Lakshmi Vilas Bank

Registered Office

Level-2, Wing-A, 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

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

Listed with

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

Statutory Auditors

M/s. NSVR & Associates LLP, Chartered Accountants
Flat No. 202, Nestcon Gayatri Apartments,
Panchavati Cooperative Society, Banjara Hills,
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 – 500 082, T.S., India

Internal Auditors

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

BOARD COMMITTEES**Audit Committee**

Mr. Rajesh Katragadda
 Mr. Srinivas Reddy Mallayagari
 Mrs. Muneashwari Lakkimsetti
 Mr L N Ramakrishna

Mr Puvvala Kumar Prasen

Mr S Sivaraman

Chairman
 Member (Resigned wef 13th August 2021)
 Member (Resigned wef 29th June 2021)
 Member (Appointed wef 08th Sept 2021)
**(Member (Appointed wef 08th sept 2021 &
 Resigned on 04th October 2021)
 (Appointed on 04th October 2021)**

Stakeholders Relationship Committee

Mr. Rajesh Katragadda
 Mr. Srinivas Reddy Mallayagari
 Mrs. Muneashwari Lakkimsetti
 Mr L N Ramakrishna

Mr Puvvala Lumar Prasen

Mr S Sivaraman

Chairman
 Member (Resigned wef 13th August 2021)
 Member (Resigned wef 29th June 2021)
 Member (Appointed wef 08th Sept 2021)
**(Member (Appointed wef 08th sept 2021 &
 Resigned on 04th October 2021)
 (Appointed on 04th October 2021)**

Nomination and Remuneration Committee

Mr L N Ramakrishna
 Mr. Rajesh Katragadda
 Mr. Srinivas Reddy Mallayagari
 Mr. Sanjiv Gupta
 Mr Puvvala Lumar Prasen
 Mr S Sivaraman

Member (Appointed wef 08th Sept 2021)
 Chairman
 Member (Resigned wef 13th August 2021)
 Member (Resigned wef 12th August 2021)
 Resigned on 04th October 2021)
 (Member (Appointed wef 08th sept 2021 &
 (Appointed on 04th October 2021)

Risk Management Committee

Mr. Rajesh Katragadda	Chairman
Mrs. Muneashwari Lakkimsetti	Member (Resigned wef 29 th June 2021)
Mr. Srinivas Reddy Mallayagari	Member (Resigned wef 13 th August 2021)
Mr L N Ramakrishna	Member (Appointed on 08 th Sept 2021)
Mr Puvvala Kumar Prasen	Member (Appointed on 08 th Sept 2021 and resigned wef 04 th October 2021)
Mr S Sivaraman	Member (Appointed on 04 th October 2021)

Corporate Social Responsibility Committee

Mr. Rajesh Katragadda	Chairman
Mr. Srinivas Reddy Mallayagari	Member (Resigned wef 13.10.2021)
Mr. Muninder Raja Arram	Member (Resigned w.e.f. 06.01.2020)
Mr. Rajesh Kotha Guptha	Member (Appointed w.e.f 04 th October 2021)
Mr L N Ramakrishna	Member (Appointed on 08th Sept 2021)
Mr S Sivaraman	Member (Appointed on 04th October 2021)

NOTICE

Notice is hereby given that the Thirty Ninth Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at 10:00 A.M. on Friday, 31st day of December, 2021 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, 2021 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 2021 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 2021 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 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. Appointment of Mr. L N Ramakrishna (DIN: 03623543), liable to retire by rotation

To appoint a Director in place of Mr. L N Ramakrishna (DIN: 03623543) 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. L N Ramakrishna (DIN:03623543), 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. Appointment of Mr. Santhosh Kumar Vanagapally (DIN: 09331903) as Wholetime 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. Santosh Kumar Vangapally (DIN:09331903) as Wholetime 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. Santosh Kumar Vangapally."

4. Appointment of Mr. S Sivaraman (DIN: 01422135) 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. S Sivaraman (DIN: 01422135) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 04, 2021 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. S Sivaraman, 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 October 04, 2021 to October 03 2026, be and is hereby approved resolution."

5. Appointment of Ms. P Subhashini (DIN: 09359263) as Independent Woman 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 Ms. P. Subhashini (DIN: 09359263) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 26, 2021 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 Ms. P. Subhashini, 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 October 26, 2021 to October 25 2026, be and is hereby approved resolution."

6. Appointment of Mr. S Pattabhiraman (DIN: 09368916) 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. S Pattabhiraman (DIN: 0968916) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 28, 2021 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. S. Pattabhiraman, 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 October 28, 2021 to October 27 2026, be and is hereby approved resolution."

7. Appointment of Mr. Naveen erva (DIN: 09342849) 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. Naveen Erva (DIN: 09342849) who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 24 , 2021 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. Naveen Erva, 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 November 24, 2021 to November 23 2026, be and is hereby approved resolution."

8. Appointment of Mr. Anil (DIN: 0931597) 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. Anil (DIN: 0931597) who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 24 , 2021 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. Anil, 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 November 24, 2021 to November 23 2026, be and is hereby approved resolution."

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

Place: Hyderabad
Date: 29.11.2021

**Santosh Kumar V
Wholetime Director**

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 3

Mr. Santosh Kumar Vangapally was appointed as the Wholetime Director of the Company for a period of three years w.e.f 4th october, 2021.

The Board of Directors at their meeting held on 04th October , 2021 has appointed Mr. Santosh Kumar Vangapally as the Wholetime Director of the Company based on the recommendation of the Nomination and Remuneration Committee subject to the approval of the Members. The said appointment and remuneration are within the stipulations of Section 196, 197, 198 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time..

Mr. Santosh Kumar Vangapally is not disqualified from being appointed as a Wholetime Director in terms of Section 164 of the Companies Act, 2013 and has given his willingness to be re-appointed and consent to act as the Wholetime Director of the Company.

A brief profile of Mr. Santosh Kumar Vangapally, as required pursuant to the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is annexed to this notice.

As required by the Companies Act, 2013, approval of the members is being sought, for the appointment and remuneration of Mr. Santosh Kumar Vangapally, Wholetime Director.

None of the Directors or Key Managerial Personnel and their relatives, and Mr. Santosh Kumar Vangapally being the appointee is concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution set out at item No. 3 of the accompanying notice for approval of the Members.

Brief particulars of the terms of appointment and remuneration payable to Mr. Santosh Kumar Vanagapally are as under:

The following additional information as required by Schedule V, Part-II of the Companies Act, 2013 is given below:

- I. General Information
 - a. Nature of Industry: The Company is engaged in the business of software development and related services provider.
 - b. Date or expected date of commencement of commercial production: 28 July 1982.
 - c. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
 - d. Financial performance based on given indicators as per audited financial results for the year ended 31 March 2020: