



**2021-2022**



**40<sup>th</sup>**  
**ANNUAL**  
**REPORT**

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## **CORPORATE INFORMATION**

### **Board of Directors**

Mr. Santosh Kumar Vangapally	Whole-time Director
Mr. L N Rama Krishna	Non-Executive Director
Mr. sankaranarayan sivaraman	Independent Director (Resigned w.e.f 3 <sup>rd</sup> May 2022)
Mr. Katragadda Rajesh	Independent Director
Ms. P Subhashini	Independent Director
Mr Pattabiraman	Independent Director
Mr. Naveen Erva	Independent Director
Mr. Anil	Independent Director

### **Chief Financial Officer**

Mr. B R Naresh Kumar

### **Company Secretary & Compliance Officer**

Kavitha Somavarapu (Resigned w.e.f 3<sup>rd</sup> August, 2022)

**Bankers**

HDFC Bank Ltd  
Indian Overseas 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](mailto:cosecy@bodhtree.com)  
Website: [www.bodhtree.com](http://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](mailto: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  
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 – 500 082, T.S., India

**Internal Auditors**

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

**BOARD COMMITTEES****Audit Committee**

Ms. Subhashini	Chairman
Mr. Sivaaraman	Member (Resigned w.e.f 03 <sup>rd</sup> May 2022)
Mr L N Ramakrishna	Member
Mr. Naveen Erva	Member
Mr.S Sivaraman	Member

**Stakeholders Relationship Committee**

Mr. Anil	Chairman
Mr L N Ramakrishna	Member
Mr. Pattabiraman	Member

**Nomination and Remuneration Committee**

Mr. Naveen	Chairman
Mr. L N Rama Krishna	Member
Mr. Rajesh Katragadda	Member

**Corporate Social Responsibility Committee**

Mr. Rajesh katragadda	Chairman
Mr. L N Rama Krishna	Member
Mr. Santosh Kumar V	Member
Mr. S Sivaraman	Member (Resigned w.e.f 03 <sup>rd</sup> May, 2022)

## **NOTICE**

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at 10:00 A.M. on Friday, 30th day of September, 2022 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

a) **To receive, consider and adopt:**

The audited financial statements of the Company for the financial year ended March 31, 2022 together with 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 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

b) The audited consolidated financial statements of the Company for the financial year ended 31 March 2022 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 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

### **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.”

### **Appointment of Statutory Auditors of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 as amended from time to time, **M/s. RSM and Associates, Chartered Accountants, (Firm Registration No. 002813S)** be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable goods and services tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit.”



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters, and things which may deem necessary in this behalf.”

**SPECIAL BUSINESS:**

**Re-classification of members of Promoter Group of the Company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31 A of SEBI (LODR) Regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactment(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchange and other appropriate statutory authorities, as may be necessary, the approval of members be and is hereby accorded for re-classification of following persons forming part of promoter group from “Promoter & Promoter Group category” to “Public Category”:

Sanjiv Gupta  
Monica Gupta  
M/s. MAS Trading and Investments Private Limited

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing resolution to any committee of the Board or to any director(s)/officer(s)/employee(s) of the Company as it may consider appropriate, including authorization for submitting /filing of necessary applications(s), form(s) and return(s) with the Registrar of Companies, Hyderabad, Ministry of Corporate Affairs, Stock Exchanges and any other concerned authorities, as may be necessary, and to do all such acts, deeds and things as may be expedient or desirable to give effect to the foregoing resolution.”

**5. To approve existing as well as new material related party transactions with Bodhtree Consulting LLC and other related parties.**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (LODR) Regulations, 2015 as amended from time to time, the applicable provisions of Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/Statutory Provisions, if any, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, the Company’s policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval and recommendations of the Audit Committee and the Board of Directors of the Company, the approval of members of the company be and is hereby accorded to the company to enter/ continue to enter into Material Related Party transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of individual transaction or series of transactions taken together with entities falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015 in the course of (a) availing and rendering of IT Services/ITeS/Consulting Services (b) reimbursement of expenses including toward availing/providing for sharing /usage of each other’s resources (c) transfer of any resources, services or obligations to meet its business objectives/requirements on such material terms and conditions as may be mutually agreed between

related parties and the company from time to time including the transactions which are under ordinary course of business and at arm's length basis."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

Place: Hyderabad

Date: 06.09.2022

**Santosh Kumar V  
Whole-time Director  
(DIN: 09331903)**

**Notes:**

Due to on-going threat of COVID -19 pandemic, the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") have vide various circulars, allowed companies:

- i. to send the annual reports to shareholders who have registered their email ID with the Company / Depositories only on email; and
- ii. to hold Annual General Meeting ("AGM") through VC or OAVM without the physical presence of members at a common venue. Hence, in accordance with these Circulars, the 40th AGM of the Members of the Company is being held through VC / OAVM. The venue of the Meeting shall be deemed to be the registered office of the Company. The detailed procedure for participating in the meeting through VC / OAVM is annexed herewith and available at the Company's website [www.bodhtree.com](http://www.bodhtree.com).

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.

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.

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.

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](mailto:cosecy@bodhtree.com), which shall reach us at least 7 days before the scheduled date of AGM.

In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2021-22 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 2021-22 will also be available on website of the Company, i.e. [www.bodhtree.com](http://www.bodhtree.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com).

Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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.

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 the Company before transfer to the Investor Education and Protection Fund. The seven year period of "Unpaid and Unclaimed dividend for the year 2016-17 and 2017-18 expires on 26 August, 2024 and 19th October 2025 respectively and the same will be transferred to the "Investor Education and Protection Fund".

- a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.
- b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants

Non-Resident Indian Members are requested to inform the Company's registrar & Transfer Agent (RTA), Venture Capital and Corporate Investments Private Limited (VCCIP), immediately of:

Change in their residential status on return to India for permanent settlement



Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.

The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to VCC IPL. (Venture Capital and Corporate Investments Private Limited)

The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

All relevant documents referred in the accompanying Notice and explanatory statement shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at cosecy@bodhtree.com.

To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with VCC IPL/ their Depository Participant to enable the Company to send communications electronically.

Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to write to the Company to: cosecy@bodhtree.com, at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.

Pursuant to the requirement under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be re-appointed / appointed is given in Annexure – A to the notice.

#### **Instruction about Voting:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **27<sup>th</sup> September, 2022 at 9.00 AM IST and ends on 29<sup>th</sup> September, 2022 at 5.00 PM IST**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e **23<sup>rd</sup> September, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are