

BODHTREE CONSULTING LIMITED

41ST ANNUAL REPORT

2022-23

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CORPORATE INFORMATION

Board of Directors

Mr. Santosh Kumar Vangapally
Mr. L N Rama Krishna
Mr. Katragadda Rajesh
Ms. P Subhashini
Mr. Pattabiraman
Mr. Naveen Erva
Mr. Anil

Whole-time Director
Non-Executive Director
Independent Director (Resigned w.e.f 3rd February 2023)
Independent Director
Independent Director
Independent Director
Independent Director

Sreenivasa Rao Ravinuthala

Resolution Professional

Chief Financial Officer

Mr. B R Naresh Kumar

Company Secretary & Compliance Officer

Kavitha Somavarapu (Resigned wef 03rd August 2022)
Pompa Mukherjee (Appointed wef 19.01.2023)

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
Website: www.bodhtree.com
CIN: L74140TG1982PLC040516

Registrar & Share Transfer Agents

Venture Capital and Corporate
Investments Private Limited
“Aurum”, Plot No.57, 4th & 5th Floors
Jayabheri Enclave Phase – II
Gachibowli, Hyderabad – 500 032.
Phone : 040-23818475 / 040-35164940 Extn.: 41
Email: info@vccilindia.com

Listed with

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

Statutory Auditors

M/s. RSM & Associates, Chartered
Accountants
Flat No. 302, #3-5-168, Victoria Towers,
Opp. Shanthi Theatre,
Narayanaguda, Hyderabad
Telangana, 500029
India

Internal Auditors

Secretarial Auditors

M/s SPP & Associates
Company Secretaries
2-20-8/G/23, First Floor,
Sri Giri Colony, Adarsh Nagar,
Uppal, Medchal - Malkajgiri,
Hyderabad-500 039, Telangana, India.

M/s P R Varma & Co., Chartered Accountants,
H No. 1136/2RT, Flat No. 101, Sree Nilaya
Apartments, Near Nagarjuna High School, S.R.
Nagar, Hyderabad, Telangana, India 500038

BOARD COMMITTEES**Audit Committee**

Ms. Subhashini	Chairman
Mr L N Ramakrishna	Member
Mr. Naveen Erva	Member

Stakeholders Relationship Committee

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

Nomination and Remuneration Committee

Mr. Naveen	Chairman
Mr. L N Rama Krishna	Member
Mr. Anil	Member

Corporate Social Responsibility Committee

Mr. Santosh Kumar Vangapally	Chairman
Mr. L. N. Ramakrishna	Member
Mr. Naveen Erva	Member

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at 11:00 A.M. on Saturday, 30th day of September, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. a) To receive, consider and adopt:

The audited financial statements of the Company for the financial year ended March 31, 2023 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 2023 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 March 31 2023 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 2023 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. Appointment of Mr. Santosh Kumar Vangapally (DIN: 09331903), liable to retire by rotation

To appoint a Director in place of Mr. Santosh Kumar Vangapally (DIN: 09331903) 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. Santosh Kumar Vangapally (DIN:09331903), 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. 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: 08-09-2023

Sreenivasa Rao Ravinuthala
Resolution Professional
IBBI/IPA-003/IP-N00081/2017-18/10704

Santosh Kumar Vangapally
Whole-time Director
(DIN: 09331903)

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 41st 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.

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.

3. 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.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. 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.
6. 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, which shall reach us at least 7 days before the scheduled date of AGM.

7. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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
10. 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".
11. 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
12. Non-Resident Indian Members are requested to inform the Company's registrar & Transfer Agent (RTA), Venture Capital and Corporate Investments Private Limited (VCCIPL), 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.
13. 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 VCCIPL.(Venture Capital and Corporate Investments Private Limited)
14. 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.
15. 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.

16. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with VCCIPL/ their Depository Participant to enable the Company to send communications electronically.
17. 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.
18. 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.
19. 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 EGM/AGM through VC/OAVM will be made available for 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.
20. 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
21. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://bodhtree.com/about-us/investors/>. The Notice can also be accessed from the websites of the Stock Exchanges BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
22. 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Wednesday, 27th September 2023 at 09:00A.M. and ends on Friday, 29th September, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **23rd September 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, **being 23rd September 2023**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select