Bodhtree

Bodhtree Consulting Limited

REGISTERED & CORPORATE OFFICE :
Block "A" Wing 2, Level 6, Cyber Gateway
Madhapur, Hyderabad - 500081, Telangana, INDIA
TEL : +91 40 6622 2333 WEB : www.Bodhtree.com
FAX : +91 40 6622 2444 CIN : L74140TG1982PLC040516

FORM-B

1.	Name of the company	**Bodhtree Consulting Limited**
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit qualification	Qualified in connection with the value of investments made by the Company and advances & debit balances receivable by the Company and payment of outstanding statutory dues.
4.	Frequency of qualification	I. Reduction in value of investments - repetitive from 5 years; II. Doubtful recovery of outstanding debit balance receivable – repetitive from 3 years. III. Undisputed Statutory dues outstanding more than six months – repetitive from 2 years.
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	**I.** *The company has a strategic long term investments in Equity Shares of certain companies, the cost of acquisition of those investments is Rs.722.50 lacs. Based on the Lates tAudited Financial Statements of those companies made available to us the breakup value of those investments works out to Rs.125.82 lacs. Accordingly, the decline in value i.e. Rs. 596.68 lacs, being the difference between cost of acquisition and the breakup value, which in our view is of other than of temporary nature, is not provided for in the Statement of Profit and Loss. Had the company considered the diminution in value of investments the profit for the year would have been lower by the said amount.* **(Pg. No. 54 - Auditor's Report)** **II.** The *company has given advance of Rs.339 lacs and Rs.310 lacs receivable on account of services rendered by the company, which in our view are doubtful of recovery against which the company has not made any provision. Had the company considered the provision for the aforesaid amounts the profit for the year would have been lower by the said amount.* **(Pg. No. 55 - Auditor's Report)** **III.** Undisputed amounts payable in respect of statutory dues remained outstanding as at 31st March, 2015 for a period exceeding six months from the date they became payable. **(Pg. No. 56 - Auditor's Report)** **Management's Response:** The Board of Directors is of the view that appropriate provisions will be made in the books of accounts upon quantification of the diminution in value of investments. The Board of Directors is resorting to various measures to recover

	Additional Comment from the board/audit committee chair:	the outstanding debit balances and to settle statutory dues. **(Pg. No. 22 - Director's Report)** --
5.	Signatures- • CEO/Managing Director • C.F.O. • Auditor of the company • Audit Committee Chairman	

Yours sincerely,
For **BODHTREE CONSULTING LIMITED**

RAMAKRISHNA L.N.
MANAGING DIRECTOR

33rd ANNUAL REPORT 2014 - 2015

CONTENTS

Board of Directors

Mr. Katragadda Rajesh	Director
Mr. Ramakrishna L.N.	Managing Director
Mr. Sanjiv Gupta	Director
Mr. Sriram Nimmagadda	Director
Mr. Muthukrishnan Swaminathan	Additional Director

Chief Financial Officer
Mr. Prabhakar Rao Kallur

Company Secretary
Ms. G.Pushkarini

Bankers
HDFC Bank Ltd

Registered Office
Block “A”, Wing “2”, Level-6, Cyber Gateway,
Hitech 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

Auditors :

M/s.Nisar & Kumar, Chartered Accountants
6-2-941, Flat No. 205, Mughal's Emami Mansion,
Khairatabad, Hyderabad,Telangana - 500 004, 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 :

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

NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of Bodhtree Consulting Limited will be held at the **Best Western Jubilee Ridge**, Plot No. 38 & 39, Kavuri Hills Next to Hi-tech city, Madhapur, Hyderabad, Telangana 500034 INDIA, on **Wednesday**, the **30^{th} day of September, 2015**, at **4.00P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Accounts of the Company for the financial year ended 31^{st} March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Sanjiv Gupta, Director (DIN:00233040) who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution with or without modification there of:

   "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there-under, and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. Nisar & Kumar, Chartered Accountants, Registration No. 127820W, who have been appointed as statutory auditors of the Company in the last Annual General Meeting for a period of 5 years subject to the ratification of members in every Annual General Meeting, on such terms as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending 31^{st} March, 2016."

SPECIAL BUSINESS:

4. **Regularization of Additional Director:**

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

   "RESOLVED THAT Mr.Ramakrishna Lakkimsetti Naga (DIN:03623543), who was appointed as an Additional Director with effect from January 24^{th}, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company whose period of office shall be determinable by retirement of Directors by rotation."

5. **Appointment of Managing Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 203, 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to approval of the Members, Mr.Ramakrishna Lakkimsetti Naga (DIN: 03623543), be and is hereby appointed as the Managing Director of the Company, for a period of five years with effect from 24^{th} January, 2015, as approved by the Nomination and Remuneration Committee on existing remuneration, perquisites and other allowances as detailed hereunder and that the overall managerial remuneration (excluding allowable perquisites) shall not exceed the limit of Rs.42 lakhs per annum as specified under Schedule V of the Companies Act, 2013:

A. Salary :

Basic Salary Rs.87,500/- per month.

B. Other Allowances:

- HRA 50% of Basic Salary per month;
- Conveyance Allowance Rs.800/- per month;
- Medical Expenses Rs.1250 per month;
- Telephone expenditure reimbursement Rs.1,000 per month;
- Special allowance Rs.1,03,950 per month;
- Gratuity payable, shall not exceed, half a month's salary, for each completed year of service;
- Encashment of leave at the end of the tenure;
- Any other allowances as per the policy of Company."

"**FURTHER THAT** the remuneration aforesaid including the perquisites and other allowances shall be paid and allowed to Mr.Ramakrishna Lakkimsetti Naga, Managing Director, as minimum remuneration during the currency of his tenure, in the event of loss or inadequacy of profits in any financial year for a period of five (5) years."

"**FURTHER THAT** the Board be and is here by authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. Regularization of Additional Director:

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

"**RESOLVED THAT** Mr. Muthukrishnan Swaminathan (DIN:00339373), who was appointed as an Additional Director with effect from May 30th, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company whose period of office shall not be determinable by retirement of Directors by rotation."

7. Appointment of Independent Director:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement, Mr. Muthukrishnan Swaminathan (DIN :00339373), Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting."

8. Increase of Authorised Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 61 (1) (a), Section 64, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any amendment or re-enactment thereof for the time being in force), the authorized share capital of the company be and is hereby increased and classified from the existing Rs. 19,00,00,000 (Rupees Nineteen Crores Only), divided into 1,90,00,000 (One Crore Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 37,00,00,000/- (Rupees Thirty Seven Crores Only) divided into 3,10,00,000 (Three Crore Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) preference shares of Rs. 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be altered accordingly by substituting following new Clause V:

The Authorized share capital of the Company is Rs.37,00,00,000/- (Rupees Thirty Seven Crores Only) divided into 3,10,00,000 (Three Crore Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and 60,00,000 (Sixty Lakhs) preference shares of Rs. 10/- (Rupees Ten Only) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolutions of the Company and consolidate or subdivide or reorganize the shares and issue shares of higher or lower denomination."

"FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such other acts, deeds and things as may be necessary or desirable to give effect to the foregoing resolution and file the required forms with the Registrar of the Companies to give effect to the same."

9. Issue of Compulsorily Convertible Preference Shares on Preferential Basis:

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

"RESOLVED THAT pursuant to the provisions of Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (SEBI) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into between the Company and the Stock Exchanges, where the shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions if any, of SEBI, the Stock Exchanges and other appropriate authorities, including Reserve Bank of India, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (here in after referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot, from time to time, in one or more tranches, up to such number of 0.001% Compulsorily Convertible Preference Shares (CCPS) of face value of Rs. 10/- (Rupees Ten Only) each at such premium aggregating to Rs.18.00 crores (Rupees Eighteen Crores Only) on preferential basis convertible into equity shares in one or more tranches, to the specified allottees as mentioned in the table below, entitling the holder of each CCPS, from time to time, to apply for and obtain allotment of such number of fully paid-up equity shares of the face valueof Rs.10/- (Rupees Ten Only) each against conversion of the CCPS, in one or more tranches, in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations, 2009 or other provisions of the law as may be prevailing at the time; provided that the minimum price of the CCPS so issued and the Equity Shares to be issued and allotted upon conversion of the CCPS shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009

S.No.	Name of the proposed allottees	PAN	Nature of Person who is ultimate beneficial owner*	Category	Allottee is QIB / FI / Trust / Bank	No of CCPS to be allotted
1	Prameya World Wide Pte Ltd	AAICP2257K	Individual	Non-Promoter	No	**37,00,125**
2	Millenex Solutions Private Limited	AACCM2215J	Individual	Non-Promoter	No	**10,81,125**
3	Kepler Information Systems Private Limited	AAECK5818R	Individual	Non-Promoter	No	**8,43,750**

**Further information regarding ultimate beneficial owners of proposed allottees detailed in the explanatory statement forming part of this notice.*

FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the CCPS may have all or any terms or conditions or combination of terms in accordance with applicable regulations, prevalent market practices, including but not limited to terms and conditions relating to variation of the price or period of exercise of option by CCPS holder(s).

FURTHER THAT without prejudice to the generality of the above, the Relevant Date, as per the SEBI (ICDR) Regulations, 2009, as amended up to date, for the determination of price of the Equity Shares to be issued and allotted upon exercise of the right of conversion attached to the CCPS referred to above by the holders of CCPS, will be 30 days prior to the date on which the holders of CCPS exercise their rights to apply for the Equity shares.

FURTHER THAT

a) The CCPS may be converted in one or more tranches, but not in any case more than 18 (eighteen) months from the date of allotment. If the holder does not exercise his option to convert the CCPS into equity shares before the end of 18 months the CCPS shall automatically convert into equity shares on the last date.

b) 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 exercise of option by CCPS holder(s) or as may be necessary in accordance with the terms of the offer and subject to the provisions of the Articles of Association of the Company.

c) the equity shares to be allotted on conversion of CCPS in terms of this resolution shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and will be subject to lock-in requirements in terms of the SEBI (ICDR) Regulations, 2009, as amended up to date.

FURTHER THAT for the purpose of giving effect to the above, the Board be and is here by authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid CCPS and listing of the Equity Shares on conversion with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said CCPS, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental there to as the Board in its absolute discretion may deem fit, without being required to seek any further concent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER THAT the Board be and is here by authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any other Director(s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.

FURTHER THAT all actions taken by he Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

10. Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association.

FURTHER THAT Mr. Ramakrishna L.N., Managing Director, Mr. K.Rajesh, Director of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite applications / forms / reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

11. Approval of Related Party Transactions:

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

"**RESOLVEDTHAT** pursuant to the Clause 49 of the Listing Agreement with the Stock Exchange(s), (as amended from time to time by Stock Exchange or by the Securities and Exchange Board of India and for the time being in force), and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for entering into transactions, contracts or arrangements on such terms and conditions as the Board may think proper and beneficial for the Company with M/s. Bodhtree Solutions Inc., holding company of the Company, during every financial year commencing after 31st March, 2015 up to Rs.100 Crores per financial year, for a period of 3 years.

"**FURTHER THAT** the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all others matters incidental thereto and to give such direction as considered necessary including delegating all or any of the powers herein conferred to any committee of directors, executive chairman, managing director, whole time director(s), director(s) and/or any officers of the Company, and authorize them to sign and execute all agreements, application, contracts, deeds, and/or documents that may be required, on behalf of the Company and the Board hereby further authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto without being required to seek any further consent or approval thereto, for the purpose of giving effect to this resolution."

By Order of the Board

Place: Hyderabad
Date: 1st September, 2015

Sd/-
Ramakrishna L.N.
Managing Director
DIN: 03623543

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than Forty-eight hours before the meeting.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.

3. The register of members and Share Transfer Books of the Company will remain closed during the period **from 24-09-2015 to 30-09-2015 (both days inclusive).**

4. Members are requested to send all communications relating to shares and any change in address to the Registrar and Share Transfer Agent, M/s.Venture Capital And Corporate Investments Private Limited. Members holding shares in identical order of names in more than one folio are requested to write to the Company enclosing the share certificates to enable the Company to consolidate their holding into one folio.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. Members/ Proxies are requested to bring their copies of Annual Report to the meeting and the attendance slip duly filled in for attending the meeting. Additional copy of Annual Report and duplicate attendance slip will not be issued at the place of the meeting.

7. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting, so that the information required by them may be made available at the meeting.

8. Pursuant to the requirements on the Corporate Governance under the Listing Agreement entered into with the Stock Exchanges, the information about the directors proposed to be re-appointed / appointed is given in the Annexure-A to the notice.

9. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar & Share Transfer Agents and members holding shares in electronic form may obtain the Nomination form from their respective Depository Participants.

10. The company is providing facility for voting by electronic means and the business may be transacted through such voting and the facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote at the meeting. Members who have cast their vote by remote e- voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

11. Trading in the Equity shares of the Company is compulsorily in dematerialized form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is **INE104F01011.**

12. The members who hold shares in dematerialized form are requested to bring their Client ID and DPID numbers for easy identification of attendance at the meeting.

13. The notice of the 33rd Annual General Meeting is available on the website of the Company www.bodhtree.com and website of Agency i.e www.evotingindia.com.

14. Instruction about Voting:

The Members are requested to opt for one mode of voting, i.e. either through e-voting or postal ballot. If a Member casts votes by both modes, then voting done through a valid e-Voting shall prevail and physical ballot form voting of that Member shall be treated as invalid. Please refer the following detailed instructions for both modes of voting.

A) Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members a facility to exercise their right to vote by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

i. Log on to the e-voting website www.evotingindia.com
ii. Click on **"Shareholders"** tab.
iii. Select the **"BODHTREE CONSULTING LIMITED"** from the drop down menu and click on **"SUBMIT"**
iv. Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
v. If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.

If you are a first time user follow the steps given below.
vi. Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Sahit with sequence number 1 then enter SA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

vii. After entering these details appropriately, click on **"SUBMIT"** tab.
viii. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on

which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the relevant EVSN for **BODHTREE CONSULTING LIMITED.**

xi. On the voting page, you will see Resolution Description and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

II. The voting period begins on 27-09-2015 (9.00 AM) and ends on 29-09-2015 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as of 23-09-2015 (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

III. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com

IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23-09-2015.

V. N.Vanitha, Practicing Company Secretary (C.P. No: 10573), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

B) Other Instructions:

I. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.

II. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.bodhtree.com and be communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.

III. Members may address any query to Ms. G. Pushkarini, Company Secretary at the Registered Office of the Company, Tel. No.040-66222333, e-mail address: cosecy@bodhtree.com, Website: www.bodhtree.com.

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

Item No. 4

Regularization of Additional Director:

Mr. Ramakirshna Lakkimstti Naga was appointed as an Additional Director w.e.f. 24th January, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of this General Meeting. In this regard the Company has received request in writing from a member of the company proposing candidature of Mr. Ramakirshna Lakkimstti Naga for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 whose period of office is determinable by retirement of Directors by rotation. Pursuant to recommendations of Nomination and Remuneration committee, the Board considered that the co-option of Mr. Ramakirshna Lakkimstti Naga on the Board is desirable and would be beneficial to the company in various fronts and hence recommends resolution No. 4 for your approval.

Mr.Ramakrishna L.N. is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Except Mr. Ramakirshna Lakkimstti Naga, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Brief profile of director to be regularized, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Item No. 5

Appointment of Managing Director of the Company:

Pursuant to the provisions of Sections 203, 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company subject to approval of the members, appointed Mr.Ramakrishna Lakkimsetti Naga as the Managing Director of the Company, on 24.01.2015 for a period of 5 years on the remuneration, perquisites and other allowances as set out at Item No. 5 above.

Mr. Ramakrishna Lakkimsetti Naga ,has been working for the Company since May, 2011. He holds a Master's degree in Business Administration from Andhra University of Andhra Pradesh. He was in charge of global Operations & Sales of the Company since his appointment as the Vice President. He has over 22 years of industry experience on various business applications including ERP systems. He had worked with and managed Big 5 consulting companies' resources and had been responsible for introducing cutting-edge products in industries. His experience spans across various companies including Symantec, Juniper Networks, and Silver Spring Networks.

Keeping in view of his experience and expertise, the Board recommended the resolution at Item No. 5 for approval of Members.

Apart from the remuneration payable, Mr. Ramakrishna Lakkimsetti Naga does not have any other pecuniary relationship with the Company. He does not have any interest in the Capital of the Company nor related to any director or promoter in any way either in the company or its holding company. Except Mr. Ramakrishna Lakkimsetti Naga none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Regularization of Additional Director:

Mr. Muthukrishnan Swaminathan was appointed as an Additional Director w.e.f. 30th May, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of this General Meeting. In this regard the Company has received request in writing from a member of the company proposing candidature of Mr.Muthukrishnan Swaminathan for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Pursuant to recommendations of Nomination and Remuneration committee, the Board considered that the co-option of Mr.Muthukrishnan Swaminathan on the Board is desirable and would be beneficial to the company in various fronts and hence recommends resolution No. 6 for your approval.

Mr. Muthukrishnan Swaminathan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Except Mr. Muthukrishnan Swaminathan, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Brief profile of director to be regularized, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Item No.7

Appointment of Independent Director:

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr.Muthukrishnan Swaminathan is proposed to be appointed as Independent Director for a term as stated in the Resolution.

The Nomination and Remuneration Committee and the Board of Directors have recommended appointment of Mr.Muthukrishnan Swaminathan as Independent Director of the Company.

Muthukrishnan Swaminathan, non-executive independent director of the Company, has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and Rules made there-under for his appointment as Independent Director of the Company and he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Copy of the draft letter for appointment of Mr.Muthukrishnan Swaminathan, Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

Except Mr. Muthukrishnan Swaminathan, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 7.

Item No. 8

Increase of Authorised Capital:

The Board is proposing to raise capital by issue of Compulsorily Convertible Preference shares (CCPS) for the working capital requirements and business growth of the Company. As the current Authorized capital of the Company i.e. Rs. 19 crores is not sufficient to facilitate the proposed issue of CCPS, it is required to increase the Authorized Capital of the Company. As per the provisions of Section 13 and 61 of the Companies Act, 2013, increase in Authorized capital requires the approval of members by ordinary resolution. In view of the above, your Board of Directors recommends the said resolution for your approval.

None of the Directors or Key managerial personnel and their relatives are concerned or interested financially or otherwise, in the aforesaid resolution.

Item No. 9

Issue of Compulsorily Convertible Preference Shares on Preferential Basis:

A. The following Explanatory Statement sets out all the material facts relating to the Preferential Allotment mentioned in item no. 9, in terms of Section 102 of the Companies Act, 2013 read with rules made thereunder:

i. There is a necessity to mobilize funds for working capital requirements, future expansion activities, potential acquisitions and general corporate purposes. Prospective Investors whose details are specified in the resolution have agreed to infuse funds in the Company.

ii. The Company is proposing to undertake a proposal for issue of 0.001% Compulsorily Convertible Preference Shares (CCPS) aggregating to Rs. 18.00 crores (Rupees Eighteen Crores only) convertible into equity shares through preferential offer to specified allottees in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI (ICDR) Regulations”) to meet requirement of funds.

iii. The Board of Directors of the Company, at its meeting held on 14th August, 2015, subject to necessary approval(s), has approved the proposal for issuing such number of CCPS of face value of Rs. 10/- (Rupees Ten Only) each at such premium aggregating to Rs.18.00 crores (Rupees Eighteen Crores Only) convertible into equity shares through preferential offer to specified allottees.

iv. The minimum price at which CCPS shall be issued and the Equity Shares to be issued and allotted upon conversion of the CCPS over a period of 18 months from the date of allotment shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

v. Specified allottees to whom the CCPS shall be allotted shall have the option to apply for and obtain allotment, from time to time, not later than 18 (eighteen) months from the date of allotment of CCPS, of such number of fully paid-up equity shares of the face value of Rs.10/- each (“Equity Shares”) against conversion of the CCPS in such manner and on such price, terms and conditions as determined by the Board, such that the total issue size of the preferential allotment does not exceed an aggregate value of Rs.18.00 crores (including, premium if any, on such Equity Shares), in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at that time.

vi. The Equity Shares allotted pursuant to the above Resolution and on exercise of option by CCPS holder shall rank pari-passu in all respects with the existing Equity Shares of the Company.

vii. Pursuant to provisions of Section 62 (1) (c) of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by a Special Resolution. The Listing Agreements executed by the Company with the Stock Exchanges also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the Shareholders unless the Shareholders in a general meeting decide otherwise.

viii. The Equity shares arising out of exercise of right attached to the CCPS to be allotted to Specified allottees pursuant to the proposed Special Resolution shall be subject to lock-in for such period in consistent with SEBI(ICDR) Regulations, 2009.

ix. The preferential allotment of Securities to specified allottees would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2009.

B. The details of the issue and other particulars as required in terms of SEBI, (ICDR) Regulations, 2009 in relation to the resolution proposed under Item No. 9 are given as under:

i. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to meet the working capital requirements, financially support the general corporate purposes and to maintain adequate liquidity for future expansion activities directly by the Company or through subsidiaries/ joint venture companies/potential acquisitions in line with the growth strategy of the Company.

ii. The intention of the promoters/ directors/ key management persons to subscribe to the offer:

Promoters / Directors / Key Management Personnel of the company are not intending to participate/ subscribe to the present offer.

Mr.Ramakrishna L.N., Managing Director of the company is interested in the proposed issue of CCPS as he is the promoter of M/s. Kepler Information Systems Private Limited and a substantial share holder.

iii. The Company hereby undertakes that:

- o It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- o If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

iv. Securities to be issued:

The resolution set out in Item No. 9 of the accompanying Notice authorises the Board to issue to specified allottees such number of CCPS of face value of Rs.10/- (Rupees Ten Only) each at such premium aggregating to Rs. 18.00 crores (Rupees Eighteen Crores only) convertible into such number of fully paid-up equity shares of the face value of Rs.10/- each (“Equity Shares”) against conversion of the CCPS in such manner and on such price, terms and conditions as determined by the Board, such that the total issue size of the preferential allotment does not exceed an aggregate value of Rs. 18.00 crores (including, premium if any, on such Equity Shares), in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at that time.

v. Relevant Date:

The Relevant Date, as per the SEBI (ICDR) Regulations, 2009, as amended up to date, for the determination of price of the allotment of CCPS shall be 31st August 2015, being 30 days prior to the date of Annual General Meeting of the Company to be held on 30th September, 2015.

The Relevant Date, as per the SEBI (ICDR) Regulations, 2009, as amended up to date, for the determination of price of the Equity Sharesto be issued and allotted upon exercise of the right of conversion attached to the CCPS, will be 30 days prior to the date on which the holders of CCPS exercise their rights to apply for the Equity shares.

vi. Terms of Issue of CCPS:

1. The proposed allottees of CCPS shall, pay an amount equivalent to the price fixed per CCPS in terms of the SEBI, (ICDR) Regulations, 2009.

2. Specified allottees to whom the CCPS shall be allotted shall have the option to apply for and obtain allotment, from time to time, but not later than 18 (Eighteen) months from the date of allotment of CCPS, of such number of fully paid-up equity shares of the face value of Rs.10/- each against conversion of the CCPS in such manner and on such price, terms and conditions as determined by the Board, such that the total issue size of the preferential allotment does not exceed an aggregate value of Rs.18.00 crores (including, premium if any, on such Equity Shares), in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at that time.

3. The minimum price at which CCPS shall be issued and the Equity Shares to be issued and allotted upon conversion of the CCPS over a period of 18 months from the date of allotment shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

4. The equity shares issued as above shall rank *pari-passu* in all respects including with respect to dividend, with the then fully paid-up equity shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.

vii. Particulars of subscribers to CCPS and their Ultimate Beneficiary Owners:

The Proposed allottees intend to subscribe to CCPS of Rs. 10/- each at such premium aggregating to Rs.18.00 crores (Rupees Eighteen Crores Only) under this Preferential Issue. Identity of proposed allottee(s) with percentage of expanded capital to be held by them is as follows:

S.No.	Name of the Proposed Allottees	Nature of Person who is ultimate beneficial owner	Present Holding	% to Pre-Issue Capital	No of CCPS to be issued	% to Post-Issue Capital
1	Prameya World Wide Pte Ltd	Individual	Nil	N.A.	37,00,125	15.96
2	Millenex Solutions Private Limited	Individual	Nil	N.A.	10,81,125	4.66
3	Kepler Information Systems Private Limtied	Individual	Nil	N.A.	8,43,750	3.64

1) M/s.Prameya World Wide Pte Ltd. is a private limited company incorporate under the laws of Singapore and its entire shareholding is held by Mr.Krishnan Jayaraman, a citizen of U.S. (NRI). PAN of Mr.Krishnan Jayaraman is DZEPK3943N.

2) M/s.Millenex Solutions Private Limited is a Company incorporated under the Companies Act, having its registered office in Chennai. Mr.Anirudh Sriraman (PAN ALQPA7369H) a Non-Resident Indian holds 90.51% shareholding in the Company. Except him, no other member holds more than 25% of outstanding capital of the Company.

3) M/s.Kepler Information Systems Private Limited, is a Company incorporated under the Companies Act having its registered office in Hyderabad, promoted by Mr.Ramakrishna L.N. (PAN: ADRPL5494M) and his wife Mrs.Muneashwari Lakkimsetti (PAN: ABWPL2445F) in 2011. Each of them holds 50% share capital of the Company. Mr.Ramakrishna L.N., is Managing Director of M/s.Bodhtree Consulting Limited

(Issuer Company) is interested in the proposed issue of CCPS to M/s.Kepler Information Systems Private Limited.

viii. Shareholding Pattern pre and post preferential offer:

The Shareholding pattern giving the present position as also considering full allotment of CCPS to proposed allottees and equity shares arising out of the conversion thereof, as per Resolution 9 of the Notice are given below:

Category Code	Category of Shareholder	Pre-issue Equity		Post Conversion of CCPS into Equity	
		No. of Shares	Stake %	No. of Shares	Stake %
(A)	**Shareholding of Promoter and Promoter Group**				
(1)	**Indian**				
(a)	Individuals/ Hindu Undivided Family	926200	5.28	926200	4.00
(b)	Bodies Corporate	167000	0.95	167000	0.72
	Sub-Total (A)(1)	**1093200**	**6.23**	**1093200**	**4.72**
(2)	**Foreign**				
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	1268400	7.23	1268400	5.47
(b)	Bodies Corporate	9000000	51.29	9000000	38.84
	Sub-Total (A)(2)	**10268400**	**58.52**	**10268400**	**44.32**
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**11361600**	**64.75**	**11361600**	**49.03**
(B)	**Public Shareholding**				
(1)	**Institutions**				
(a)	Financial Institutions / Banks	100000	0.57	100000	0.43
	Sub-Total (B)(1)	**100000**	**0.57**	**100000**	**0.43**
(2)	**Non-institutions**				
(a)	Bodies Corporate	496940	2.83	6121940	26.42
(b)	Individuals - (i) Individual shareholders holding nominal sharecapital up to Rs.1 lakh.	378690	2.16	378690	1.63
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	16 4144431	23.62	4144431	17.89
(c)	Any Other (specify)				
	Bcl Employee Benefit Trust	651333	3.71	651333	2.81
	Non-Resident Indians	366000	2.09	366000	1.58
	Clearing Members	47173	0.27	47173	0.20
	Sub-Total (B)(2)	**6084567**	**34.68**	11709567	**50.54**
	Total Public Shareholding (B)=(B)(1)+(B)(2)	**6184567**	**35.25**	**11809567**	**50.97**
	TOTAL (A)+(B)	**17546167**	**100.00**	**23171167**	**100.00**

Notes with respect to the shareholding pattern:

- ✦ The pre-shareholding pattern is based on the beneficiary position as on 30th June, 2015.

- ✦ The post issue shareholding pattern has been arrived on the below **ASSUMPTIONS**:
  a. If CCPS equivalent to Rs. 18 .00 crores are allotted to the Proposed allottees at the issue price of Rs. 32.00, being price arrived in accordance with Regulation 71(a) and 76(2) & 76(3) of SEBI (ICDR) Regulations, 2009 based on the Relevant Date as on 31st August, 2015;

  b. If the conversion price of CCPS also is assumed as Rs. 32.00(Since the conversion price shall be calculated as per Regulation 76 of SEBI (ICDR) Regulations, 2009 based on the Relevant Date which would be a date thirty days prior to the date on which the holders of the CCPS entitled to apply for the equity shares.)

ix. Proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, 2009, the Company shall complete the allotment(s) of CCPS as aforesaid on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue or in the event allotment of CCPS would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

x. Change in control:

As a result of the proposed preferential issue of Shares, there will neither be any change in the composition of the Board nor in the control or management of the Company. However, consequent to issue of equity shares upon conversion of CCPS, the Company will no longer be a subsidiary of Bodhtree Solutions Inc, which is the holding company, as it reduces the controlling stake of said holding company to less than 50%.However, there will not be any change in the management.

xi. Lock – in Details :

Pre-preferential allotment holding of Equity Shares of proposed allottees, if any, and the shares to be allotted upon conversion of CCPS on preferential basis shall be subject to lock-in as per applicable SEBI Regulations in this regard.

xii. Auditor's certificate:

The certificate of the Statutory Auditors to the effect that the present preferential offer is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be placed before the shareholders at the meeting and will be open for inspection at the Registered office of the Company on all working days except Saturdays and Sundays between 10.00 a.m. to 12.30 p.m. prior to the date of the Annual General Meeting and will also be available for inspection at the Meeting.

The Board has already approved the issue and allotment of shares on preferential basis to proposed allottees in the manner as stated herein above. Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, convertible securities, share warrants etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR)

Regulations 2009 and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

Mr.Ramakrishna L.N., Managing Director of Company is interested in the proposed issue of CCPS as he is the promoter of M/s.Kepler Information Systems Private Limited. Except him, none of the Directors/Key Managerial Person(s) of the Company/their relatives are, in any way, concerned or interested in the said resolution.

Item No. 10

Adoption of new set of Articles of Association of the Company

The Articles of Association (AOA) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the present Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion in several articles. Hence it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Companies Act, 2013, which sets out the model articles of association for a Company limited by shares.

The proposed new draft AOA is being uploaded on the Company's website for perusal of the members.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.10 for approval of the members.

Item No. 11

Approval of Related Party Transactions:

The provision of Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause 49 of the Listing Agreement which has come into operations with effect from October 1, 2014 has also prescribed seeking of shareholders' approval for material related party transactions.

As per the Clause 49 of the Listing Agreement all transactions which are material in nature entered by the company in its ordinary course of business though entered at arm's length basis, need the approval of shareholders

Bodhtree Solutions Inc (BSI), holding company of the Company operating in California, U.S.A. The transactions between Bodhtree Consulting Limited (BCL) and BSI will be in ordinary course of business and are continuous in nature and are not for a specific period. Terms and conditions will certainly be at arm's length basis. All factors relevant to the respective contracts will be with the prior approval of Audit Committee and the Board of Directors.

Pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the transactions are material in nature and require the approval of the shareholders of the Company by way of special resolution.

The members are further informed that no member(s) of the company being a related party or having an interest in the resolution as set out at Item No. 11 shall be entitled to vote on this special resolution.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.11 for approval of the members.

By Order of the Board

Place: Hyderabad
Date: 1st September, 2015

Sd/-
Ramakrishna L.N.
Managing Director
DIN: 03623543

Annexure A

Details of Directors seeking appointment/ re-appointment/regularization at the Annual Genera Meeting (Pursuant to Clause 49 of the Listing Agreement) are given below:

A	Name	Mr. Sanjiv Gupta	Mr. Ramakrishna Lakkimsetti Naga	Mr. Muthukrishnan Swaminathan
B	Brief Resume			
	i) Age	52 years	49 years	65 years
	ii) Educational Qualification	Graduation in Commerce	Master's degree in Business Management	graduate in Chemical Engineering from Anna University
	iii) Experience in specific functional area	He has over 26 years of successful entrepreneurial experience.	He has 22 years of industry experience on various business applications including ERP systems.	During the past four decades he has driven many businesses in different verticals like Chemicals, Exports, Finance, Telecom, Software, Media and entertainment
	iv) Date of appointment on the board of the Company (Bodhtree Consulting Limited)	03.11.1999 (DIN: 00233040)	24.01.2015 (DIN: 03623543)	30.05.2015 (DIN: 00339373)
C	Nature of expertise in functional area	He founded Bodhtree Consulting Ltd to offer niche Web Services expertise to the industry and tied up with reputed organizations like Hewlett-Packard and AU System (Sweden). He expanded the company into other high-growth areas like Data Quality Management and Business Analytics and partnered with leading healthcare giants in the US. He initiated a Strategic Business Unit within the company focused on offering New Media Delivery and Archival services to the publication industry and has led it to become a separate corporate entity called Pressmart Media Limited. He has also co-founded Trylah, a first-of-its kind B2B mobile search classified service based in Malaysia and expanding rapidly across the South East Asia. He is also the co-founder of 24x7guru.com, an education E-Assessment portal – the only portal of its kind that has already served over 2.7 million students offline.	He has worked with and managed Big 5 consulting companies' resources and has been responsible for introducing cutting-edge products in industries. His experience spans across various companies including Symantec, Juniper Networks, and Silver Spring Networks.	His vast experience has helped in establishing green field projects in the areas of Chemicals, Finance and Exports. He is a serial entrepreneur having established and successfully ran many companies in to their IPOs and in the process established large relationships in the Financial markets both in India and abroad.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. Mas Trading And Investments (P) Ltd 2. Culinary Cuisines Private Ltd 3. Mystic Accessories Private Ltd 4. POP Software Solutions Private Ltd 5. Skyhigh Networks Technologies Private Ltd 6. Artflute Gallery Private Ltd 7. Bodhtree Solutions Private Ltd 8. Mobileo2 Technologies Private Ltd 9. Normak Fashions Private Ltd	Nil	1. RR High Energetics Limited 2. Kshetra Out of Home Media Limited
E	Chairmanship/ Membership of committees of other companies (includes only Audit Committee, Stakeholders Relationship Committee and Nominationand Remuneration Committee)	Nil	Nil	Nil
F	No. of shares of Rs.10/- each held by the Director	8,66,100	210400*	Nil
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil	Nil	Nil

**shares held by his wife*

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Third Annual Report on the business and operations of your Company and the Audited Accounts for the financial year ended 31st March, 2015, together with the Auditors' Report thereon.

FINANCIAL SUMMARY:

Your Company's results for the year in comparison with the previous year are given below in a summarized format:

Particulars	Rs. in Lakhs	
	2014-15	**2013-14**
Income from Operations	4282.14	4670.04
Other Income	57.23	83.86
Total Income	**4339.37**	**4753.90**
Operating Expenditure	4124.70	4333.93
Profit (Loss) before depreciation & Tax	214.67	419.97
Depreciation	153.12	88.40
Operating Profit (Loss)	**61.54**	**331.57**
Prior Period & Exceptional Items	0	21.75
Profit before Tax & Extra-Ordinary Items	61.54	353.32
Extra-ordinary Items	0	0
Tax Expense / (Reversal)	5.48	(31.57)
Profit (Loss) after tax	**56.05**	**321.75**

REVIEW OF OPERATIONS:

During the year under review the Company reported a total income of Rs.4339.37 Lakhs against Rs.4753.90 Lakhs in the previous year. The Operating profit amounted to Rs.61.54 Lakhs as against operating profit of Rs.331.57 Lakhs in the previous year. The Company reported profit primarily due to the measures brought in by the management to reduce operational costs without compromising the ability to earn and grow further.

DIVIDEND:

Your Directors regret to inform that they do not recommend any dividend for the financial year 2014-15.

INFUSION OF CAPITAL:

During the year under review, the Company has not raised funds.

TRANSFER TO RESERVES:

An amount of Rs.56.05 Lakhs was transferred to reserves during the year under review.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Companies Act, 2013, Mr. Sanjiv Gupta retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

During the year, Mr. Palaniappna Natarajan, Managing director of the Company, resigned w.e.f. 24th January, 2015 and Mr. Ramakrishna L.N., S.V.P. & C.F.O. of the Company was appointed as Managing Director w.e.f. 24th January, 2015. Mr. Prabhakar Rao Kallur, SM – Finance of the Company was designated as C.F.O. of the Company w.e.f. 14th February, 2015.

During the year, Mr. Shankaraiah Arram resigned from the directorship of the company w.e.f. 28th May, 2014 and Mr. Muthukrishnan Swaminathan was appointed as an additional director on the board of the company w.e.f. 30th May, 2015. Notice in writing under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Muthukrishnan Swaminathan and Mr. Ramakrishna L.N. for the office of Director of the Company, has been received to appoint them as Directors of the Company. According to the provisions of section 149 and 152 of the Companies Act, 2013, Mr. Muthukrishnan Swaminathan has given declaration confirming that he meets the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges. He is proposed to be appointed as Independent Director for a period of 5 years.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

DIRECTORS' RESPONSES ON THE QUALIFICATIONS MADE BY THE STATUTORY AUDITORS IN THE AUDITORS REPORT:

The Board of Directors is of the view that appropriate provisions will be made in the books of accounts upon quantification of the diminution in value of investments. The Board of Directors is resorting to various measures to recover the outstanding debit balances and to settle statutory dues.

LISTING:

Due to exit of Madras Stock Exchange Ltd, shares of the Company were shifted to dissemination board of NSE. Consequently, Company made direct listing application to BSE Limited and got listed therein w.e.f. 4th May, 2015.

AUDITORS:

Statutory Auditors:

At the 32nd Annual General Meeting (AGM), M/s. Nisar & Kumar, Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office till the conclusion of sixth consecutive Annual General Meeting to be held in the calendar year 2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditor shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Nisar & Kumar, Chartered Accountants, as statutory auditors of the Company, is being placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Secretarial Auditors:

M/s.P.S.Rao & Associates, Practicing Company Secretaries, was appointed to conduct the Secretarial Audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rule 9 there-under. The secretarial audit report for FY 2014-15 forms part of this Report as **Annexure -VII**. The Board has appointed M/s.P.S.Rao & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2015-16.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUTGO:

The particulars as required to be disclosed pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014, are given to the extent applicable in **Annexure-V**

RISK MANAGEMENT POLICY:

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has formulated a policy on the Risk Management. The Risk Management Policy of the Company is posted on Company's website: www.bodhtree.com. Various risks, including the risks associated with the economy, regulation, competition, foreign exchange, interest rate etc., are documented, monitored and managed efficiently

SUBSIDARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

During the year under review, the company does not have any subsidiaries and joint ventures. Though the Company holds more than 20% of total share capital of two other companies there is no Significant Influence shown by the Company on affairs of those companies. There were no transactions with those companies during the period under review. Management of the Company is different from that of those two companies. Details in this regard are mentioned in MGT-9 (**Annexure-II**).

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

Various Audit Systems in the Company monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the audit reports, company undertakes corrective actions in respective areas and strengthens the control. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board periodically.

The Board of Directors of the Company have adopted various policies like Related Party Transactions policy, Whistle Blower Policy and such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

NOMINATION AND REMUNERATION POLICY:

A committee of the Board named as “Nomination and Remuneration Committee” has been constituted to comply with the provisions of section 178, Schedule IV of the Companies Act and Clause 49 of the Listing Agreement and to recommend a policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors & KMPs, Payment of Remuneration to them and Evaluation of their performance and to recommend the same to the Board from time to time. Nomination and Remuneration Policy of the Company is enclosed herewith as **Annexure-VI**

FORMAL ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE, INDIVIDUAL DIRECTORS AND OF ITS COMMITTEES:

As required under the provisions of Schedule IV of the Companies Act, 2013 the performance evaluation of independent directors has been done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year under review, the company does not fall under the purview of provisions of section 135 read with Schedule VII of the Companies Act, 2013. Hence the company has not made any contributions towards CSR Activities.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors' confirm that:

i. In preparation of annual accounts for the financial year ended 31st March, 2015 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2015 and of the profit and loss of the Company for the year;

iii. The Directors have taken proper and sufficient care for their maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv. The Directors had prepared the annual accounts on a 'going concern' basis;

v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

OTHER DISCLOSURES:

Board Meetings:

During the year under review Five Board Meetings were held. For further details, please refer report on Corporate Governance enclosed herewith.

Committees of Board:

Your company has the following committees namely:
1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship Committee
4. Risk Management Committee

The constitution of all the committees are as per the Companies Act, 2013 and Listing Agreement with Stock Exchanges. The details of the Constitution are mentioned in Corporate Governance Report, which forms part of this Annual Report.

Corporate Governance Report:

Your Company has complied with the requirements of Clause 49 of the Listing Agreement entered with the Stock Exchanges, Report on Corporate Governance including Auditor's Certificate on compliance with the code of Corporate Governance specified under the said Clause is enclosed as **Annexure - VIII** to this report.

Management Discussion and Analysis:

A brief note on the Management discussion and analysis for the year is enclosed as **Annexure - I** to this report.

Vigil Mechanism:

In pursuant to the provisions of section 117(9) & (10) of the Companies Act , 2013 and Clause 49 of the Listing Agreement a Vigil Mechanism for directors and employees to report genuine concerns has been established. Protected disclosures can be made by a whistle blower to the Chairman of the Audit Committee. The Policy on vigil mechanism may be accessed on the Company's website at the link:http://www.bodhtree.com/downloads/Whistle_Blower_Policy.pdf

Remuneration ratio of the directors/ Key Managerial Personnel/ Employees:

Statement showing disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed herewith as **Annexure - III**

PARTICULARS OF EMPLOYEES:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended **as Annexure - III** to the Board's report. A statement containing the names of every employee employed throughout the financial year and in receipt of remuneration of Rs. 60 lakh or more, or employed for part of the year and in receipt of Rs. 5 lakh or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as **Annexure - III** to the Board's report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of the Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 are given in the notes to the financial statements pertaining to the year under review.

DEPOSITS:

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.

RELATED PARTY TRANSACTIONS:

Related party transactions entered during the financial year under review are disclosed in Note No.36 of the Financial Statements of the Company for the financial year ended 31st March, 2015. These transactions entered were at an arm's length basis and in the ordinary course of business. Form AOC-2, containing the note on the aforesaid related party transactions is enclosed herewith as **Annexure - IV**

The policy on materiality of Related Party Transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website www.bodhtree.com.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Director of the Company receive any remuneration or commission from any of its subsidiaries.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

5. No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year and date of report.

Your Directors further state that during the year under review, there were no cases filed/registered pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGMENTS:

Your Directors wish to express their gratitude to investors, analysts, financial institutions, banks, partners, vendors and various statutory authorities, business associates and customers who have extended their immense support to the Company. Your Directors commend all the employees of your Company for their continued dedication, significant contributions, hard work and commitment.

For and on behalf of the Board

Place: Hyderabad
Date: 14th August, 2015

Sd/-	**Sd/-**
Ramakrishna L.N.	**K.Rajesh**
Managing Director	**Director**
DIN: 03623543	**DIN: 02727491**

ANNEXURE – I

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT:

The domestic IT industry rose at a healthy pace from 2009-10 to 2014-15 and is expected to maintain its volume-driven growth in 2015-16, supported by knowledge & transaction services. In an effort to reduce the dependence on US market, Indian IT companies are looking to expand into other geographies. The financial services sector, including securities, banking and insurance services, remains the largest customer for IT services. Over the long term, shift towards non-voice & multi-channel CRM segments, along with knowledge services, will be a growth driver.

As the domestic IT/ITeS industry is still at a nascent stage, hardware continues to account for a large portion of overall domestic IT/ITeS spends. Recognising the IT sector's export potential and employment generating opportunity, the Indian government has taken several initiatives to promote this industry. Amendments to the IT policy of 2000 and provisions in the National IT Policy, 2011 aim at maximising the available potential and enabling IT proliferation within India. In addition, strengthening laws related to violations of privacy and confidentiality could aid conducive development of the industry.

OPPORTUNITIES AND THREATS:

Global companies are trying to meet the challenges from emerging technology trends while managing the IT budget for their organisations. Cloud can offer solutions to manage both the ends to some extent. Cloud computing offers ease of provisioning along with all the efficient use of resources that virtualisation provide. Most of the Fortune 500 companies have adopted cloud in some form till date. Small and medium business houses have also started using IT with the emergence of cloud computing. However, user organisations are facing several challenges in terms of performance and integration with existing applications. Indian vendors are expected to find new client pool among small and medium business houses and cloud service providers. While cloud computing adoption is expected to impact few of the existing services lines negatively, increased IT consulting and network integration are expected to open new opportunities for Indian IT vendors. Global cloud market is expected to grow faster than overall IT.

To reduce volatility in cash flows, Indian IT services companies take to hedging - locking the exchange rate for their revenues. The companies earn 80 per cent of their revenues, in foreign currencies, from exports of IT services to developed nations. About 60 per cent of the revenues are earned in US dollars. But they incur most of their costs in Indian rupees. Movements in the value of the rupee relative to the dollar accentuate the mismatch between costs and revenues, making the companies' earnings and cash flows more volatile. Every percentage point change in rupee value affects the EBITDA margin by half a percentage point. Hedging helps the companies offset gains or losses in their operating cash flows with gains or losses of hedge instruments, and thus attain steady net cash flows.

FUTURE OUTLOOK ON RISKS AND CONCERNS:

The following lists out few risks and concerns about the industry in which company is operating:

- US accounts for two-thirds of India's total IT export revenues. Due to this high concentration, the industry's fortunes are tied to rupee fluctuations against the dollar. Economic slowdown or other factors that affect the economic health of the U.S. may affect our business.

- Stable billing rates and lack of significant benefits from rupee depreciation may pull down margins for Indian companies. Operating margins to fall due to decline in billing rates and increase in employee cost.

- Among the various challenges, attrition and lack of infrastructure are the most significant. While prudent talent management strategies will help companies tackle attrition, government schemes will help boost support infrastructure for the industry.

- Persistence of cost pressures are driving more global players to turn to low-cost destinations; however, intense competition among vendors is impacting their ability to price services.

OVERVIEW OF OPERATIONS:

During the year under review the Company reported operating profit of Rs.61.54 Lakhs. The Company reported profit primarily due to the measures brought in by the management to reduce operational costs without compromising the ability to earn and grow further.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The members are informed that the Company has been accredited with quality standards of ISO 9001:2008, ISO 27001:2013 and CMMI – Level 3**.** Apart from this, the Company has adequate internal controls commensurate with the size and operations.

Periodical internal quality audits and management review meetings ensure successful implementation of the Quality Management System. The ISO 9001: 2008 and ISO 27001:2013 compliance will seamlessly integrate all the intra and inter-departmental activities of the organization, simultaneously ensuring effective monitoring of the operations of the organization. Surveillance audit for continuation of ISO certification will be conducted by external auditors.

In addition, the Company has appointed Independent Internal Auditors to carry out the internal audit on a regular basis. The internal audit is supplemented by external audit, and periodic review by the Management.

HUMAN RESOURCES:

Your company has rationalized its human resources effectively. The approach of the company has been to nurture talent and inculcate a sense of belonging amongst its personnel. The Company provides an environment which encourages initiative, innovative thinking and rewards performance. The Company ensures training and development of its personnel through succession planning, job rotation, on the job training and various training programs and workshops.

CAUTIONARY STATEMENT:

Statements in the “Management Discussion and Analysis” describing the Company's objectives, estimates, expectations or projections may be “forward looking statements” within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include: Government regulations, patent laws, tax regimes, economic developments within India and countries in which the Company conducts business, litigation and other allied factors.

ANNEXURE – II

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31-03-2015

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014)

I. REGISTRATION AND OTHER DETAILS:

CIN	L74140TG1982PLC040516
Registration Date	16/07/1982
Name of the Company	BODHTREE CONSULTING LIMITED
Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
Address of the Registered office and contact details	Block "A", Wing "2", Level-6, Cyber Gateway, Hitech City, Madhapur, Hyderabad, Telangana - 500081.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer	M/s. Venture Capital and Corporate Investments Pvt. Ltd., 12-10-167, Bharatnagar, Hyderabad, Telangana - 500018
Agent, if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activities contributing 10 % or more of the total turnover of the company

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT & ITES	Division 62 & 63	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Bodhtree Solutions Inc	N.A.	Holding	Equity Shares 51.29%	2(46)

***Note**:Though the Company holds more than 20% of total share capital of two other companies there is no Significant Influence shown by the Company on affairs of those companies. There were no transactions with those companies during the period under review. Management of the Company is different from that of those two companies.*

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	**Physical**	**Total**	**% of total Shares**	**Demat**	**Physical**	**Total**	**% of total Shares**	
A. Promoters									
(1) Indian									
a) Individual/HUF	926200	--	926200	5.28	926200	--	926200	5.28	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	167000	--	167000	0.95	--	167000	167000	0.95	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other….	--	--	--	--	--	--	--		--
Sub-total (A)(1):-	**1093200**	**--**	**1093200**	**6.23**	**926200**	**167000**	**1093200**	**6.23**	**--**
(2)Foreign									
a) NRIs - Individuals	1268400	--	1268400	7.23	1268400	--	1268400	7.23	--
b) Other – Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	9000000	--	9000000	51.29	--	9000000	9000000	51.29	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other….	--	--	--	--	--	--	--	--	--
Sub-total (A)(2):-	**10268400**	**---**	**10268400**	**58.52**	1268400	**9000000**	**10268400**	**58.52**	**---**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**11361600**	---	**11361600**	**64.75**	**2194600**	**9167000**	**11361600**	**64.75**	**--**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	100000	--	100000	0.57	100000	--	100000	0.57	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	**100000**	**-**	**100000**	**0.57**	**100000**	**--**	**100000**	**0.57**	**--**
2. Non-Institutions									
a) Bodies Corp.	268157	221900	490057	2.79	311670	683800	995470	5.67	**2.88**
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	274410	83400	357810	2.04	243694	94900	338594	1.93	**(0.11)**
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1288017	2896550	4184567	23.85	1057320	2675750	3733070	21.28	**(2.57)**
c) Others									
- Trust	642333	9000	651333	3.71	642333	9000	651333	3.71	--
- Non –resident Indians	366000	--	366000	2.09	366000	--	366000	2.09	--
- Clearing members	34800	--	34800	0.20	100	--	100	0.00	**(0.20)**
Sub-total (B)(2):-	**2873717**	**3210850**	**6084567**	**34.68**	**2621117**	**3463450**	**6084567**	**34.68**	**--**

Total Public Shareholding (B)= (B)(1)+ (B)(2)	2973717	3210850	6184567	35.25	2721117	3463450	6184567	35.25	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	3210850	14335317	17546167	100.00	12630450	4915717	17546167	100.00	---

(II) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	BODHTREE SOLUTION INC	9000000	51.29	0	9000000	51.29	0	0
2	M/s. MAS TRADING & INVESTMENT LTD	167000	0.95	0	167000	0.95	0	0
3	MONICA GUPTA	60100	0.34	0	60100	0.34	0	0
4	RAJJIV GUPTA	1268400	7.23	0	1268400	7.23	0	0
5	SANJIV GUPTA	866100	4.94	0	866100	4.94	0	0
	TOTAL	**11361600**	**64.75**	**0**	**11361600**	**64.75**	**0**	**0**

(III) Change in Promoters' Shareholding (please specify, if there is no change)

S.No	Name Of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
-NIL-					

(IV) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No	Name Of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAJIV VERMA At the beginning of the year At the end of the year	720100 -	4.10 -	720100 720100	4.10 4.10
2	BCL EMPLOYEES BENEFIT TRUST At the beginning of the year At the end of the year	651333 -	3.71 -	651333 651333	3.71 3.71
3	KUPPUSWAMY RAMANUJAM VIGNESH At the beginning of the year At the end of the year	526000 -	3.00 -	526000 526000	3.00 3.00
4	RRAS VENTURES PRIVATE LIMITED* At the beginning of the year At the end of the year	473400 -	2.70 -	473400 -	2.70 -
5	KISHORE TULLA At the beginning of the year At the end of the year	393650 -	2.24 -	393650 393650	2.24 2.24
6	KALPANA KOMATI At the beginning of the year At the end of the year	315600 -	1.80 -	315600 315600	1.80 1.80
7	PADMA PATIBANDLA At the beginning of the year At the end of the year	210400 -	1.20 -	210400 210400	1.20 1.20

8	JAYACHAKRA VENTURES PRIVATE LIMITED At the beginning of the year At the end of the year	210400 -	1.20 -	210400 210400	1.20 1.20
9	ASAD LATIF At the beginning of the year At the end of the year	200000 -	1.14 -	200000 200000	1.14 1.14
10	TORPUNURI VIKRAM SIMHA At the beginning of the year At the end of the year	181567 -	1.03 -	181567 181567	1.03 1.03
11	JAI KUMAR# At the beginning of the year At the end of the year	179990 -	1.03 -	179990 179990	1.03 1.03

* Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2014.
\# Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 share holders as on 31-03-2015.

(v) Shareholding of Directors and Key Managerial Personnel:

S.No	Name of the director / key managerial personnel (KMP)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SANJIV GUPTA At the beginning of the year At the end of the year	866100 -	4.94 -	866100 866100	4.94 4.94
2	RAMANUJAM KUPPUSAMY At the beginning of the year At the end of the year	210400 -	1.20 -	210400 210400	1.20 1.20
3	PALANIAPPAN NATARAJAN* At the beginning of the year Purchase on 24.09.2014 At the end of the year	- 273400 -	- 1.56 -	- - 273400	- - 1.56

*Ceased as director w.e.f. 24th January, 2015

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (in Rs.)
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	**3,45,68,896 - -**	**1,60,92,673 - -**	**- - -**	**5,06,61,569 - -**
Total (i+ii+iii)	**3,45,68,896**	**1,60,92,673**	**-**	**5,06,61,569**
Change in Indebtedness during the financial year • Addition • Reduction	**5,08,06,661 4,65,284**	**1,18,97,928 39,00,000**	**- -**	**6,27,04,589 43,65,284**
Net Change	**5,03,41,377**	**79,97,928**	**-**	**5,83,39,305**
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	**8,30,06,221 - -**	**2,40,90,601 - -**	**- - -**	**10,70,96,822 - -**
Total (i+ii+iii)	**8,30,06,221**	**2,40,90,601**	**-**	**10,70,96,822**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	**Palaniappan Natarajan*** **Ramakrishna L.N.**	**NILL** **5,64,516**
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify…	--	--
5.	Others, please specify	--	--
Total (A)			**5,64,516**
Ceiling as per the Act		As per Member's resoluation	

**During the year under review no salary was paid to Mr. Palaniappan Natarajan, however out of pocket expenses were reimbursed to him being the representative of holding company.*

B. Remuneration to other directors:

S.No	Particulars of Remuneration	Name of Directors			Total Amount (in Rs.)
		K.Rajesh	N.Sriram	A.Shankaraiah	
1.	**Independent Directors** • Fee for attending board / committee meetings • Commission • Others, please specify	**58,000** -- --	**34,000** -- --	**12,000** -- --	**1,04,000** -- --
	Total (1)	**58,000**	**34,000**	**12,000**	**1,04,000**
2.	**Other Non-Executive Directors**	**Sanjiv Gupta**		**K Ramanujam**	
	• Fee for attending board / committee meetings • Commission • Others, please specify	**36,000** -- --		**40,000** -- --	**76,000** -- --
	Total (2)	**36,000**		**40,000**	**76,000**
	Total (B)=(1+2)				**1,80,000**

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

S.No	Particulars of Remuneration	Name of KMP		Total Amount (in Rs.)
		C.F.O.	CS	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	**25,55,078**	**4,00,500**	**29,55,578**
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - as % of profit - others, specify…	 -- --	 -- --	 -- --
5.	Others, please specify	--	--	--
	Total (A)	**25,55,078**	**4,00,500**	**29,55,578**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
	OTHER OFFICERS IN DEFAULT				
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

ANNEXURE – III

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I) The percentage increase in remuneration of each Director and Chief Financial Officer during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S.No	Name of Director/KMP and Designation	The Percentage increase in remuneration of each director, CFO, CEO in the financial year	The percentage increase in the median remuneration of employees in the financial year	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Pal Natarajan$ Managing Director	Nill	-1%	N.A.	For the FY 2014-15, Key Managerial Personnel were paid approx. 63.04% of the net profit for the year.
2	Ramakrishna L.N.* Managing Director	Nil	-1%	0.481	
3	Ramakrishna L.N. C.F.O.	Nil	-1%	N.A.	
4	Prabhakar Rao Kallur# – C.F.O.	20%	-1%	N.A.	
5	G.Pushkarini Company Secretary	15%	-1%	N.A.	

*Appointed as MD w.e.f. 24th January, 2015 #Appointed as C.F.O. w.e.f. 14th February, 2015 $Resigned w.e.f. 24th January, 2015

ii) The median remuneration of employees of the Company during the financial year was Rs. 5,20,168

iii) In the financial year, there was an decrease of -1% in the median remuneration of employees;

iv) There were 263 permanent employees on the rolls of Company as on March 31, 2015;

v) Relationship between average increase in remuneration and company performance:-

The Profit before Tax for the financial year ended March 31, 2015 decreased by 82.58% whereas the decrease in median remuneration was1%.

vi) a) Variations in the market capitalization of the Company : The market capitalization as on March 31, 2015 was Rs. 27,60,01,207

b) Price Earnings ratio of the Company was Rs.0.32 as at March 31, 2015 and was Rs.1.83 as at March 31, 2014.

c) Percent increase over/decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year-

The Company had come out with initial public offer (IPO) in 1982. An amount of Rs.10/- invested in the said IPO would be worth Rs.15.73/- as on March 31, 2015 indicating a Compounded Annual Growth Rate of 1.38% (approximately). This is excluding the dividend accrued thereon.

vii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 12.98% whereas there was Nil increase in the managerial remuneration for the same financial year.

viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year– ;

S.No.	Name of the Employee	Ratio
1.	Chandra Shekar Sadanala	0.94:1
2	Rajiv Srivastava	0.94:1
3	Trivikram Kolukuluri	0.86:1
4	Prasad Purushothaman	0.75:1
5	Ambika Prasad Moharpatra	0.71:1
6	Sujith Kumar Krishnan	0.39:1

and

x) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

b) Information as per Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S. No	Employee Name	Designation	Educational Qualification	Age	Experience	Date of Joining	Gross remuneration paid	Previous employment and designation, If any	No. Shares held, If any	Remarks
1	Sujth Kumar Krishnan	Vice President	MBBS, MBA	43	20	06-01-2014	77,41,964	Vice President at Bio-Genex	Nil	Relieved on 19th Feb,15

ANNEXURE - IV

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis:**
   There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2015, which were not at arm's length basis.
2. **Details of contracts or arrangements or transactions at Arm's length basis:**
   The details of material contracts or arrangements or transactions at arm's length basis are as follows:

Nature of contract & Name of the related party	Nature of relationship	Duration of Contracts	Salient Terms	Amount (Rs. in Lakhs)
Sales				
Bodhtree Solutions Inc.	Holding Company	Ongoing	Ordinary course of business	1371.01
Bodhtree Consulting PTE Ltd.	-	-	Ordinary course of business	33.36
Bodhtree Solutions PTE Ltd.	-	-	Ordinary course of business	107.88
Managerial Remuneration				
Pal Natarajan (upto 24.01.2015)*	Managing Director	05-09-2011 – 24-01-2015	As per the terms and conditions of Appointment	1.67
L.N.Ramakrishna (w.e.f 24.01.2015)	Managing Director	24-01-2015 – 23-01-2020		5.65
Reimbursement of Expenses				
Bodhtree Solutions Inc.	Holding	Ongoing	Not Applicable	111.61
Debit Balances				
Bodhtree Solutions Inc.	Holding	-	Ordinary course of business	235.78
Learnsmart (India) Pvt. Ltd.	Associate	-	-	358.96
Credit Balances				
Pressmart Meidat Ltd	Associate	-	-	0.11
Investments				
Pressmart Media Limited	Associate	Not Applicable	Equity	67,199,710
Learnsmart (India) Private Limited	Associate	Not Applicable	Equity	5,050,000

During the year under review no salary was paid to Mr. Palaniappan Natarajan, however out of pocket expenses were reimbursed to him being the representative of holding company.

ANNEXURE-V

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) Conservation of energy- N.A.

(i) the steps taken or impact on conservation of energy;

(ii) the steps taken by the company for utilizing alternate sources of energy;

(iii) the capital investment on energy conservation equipments;

(B) Technology absorption- N.A.

(i) the efforts made towards technology absorption;
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
(a) the details of technology imported;
(b) the year of import;
(c) whether the technology been fully absorbed;
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
(iv) the expenditure incurred on Research and Development.

(C) Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(In Rupees)

Particulars	2014-15	2013-14
Value of Imports – CIF Basis	Nil	Nil
Expenditure in Foreign Currency	1,16,68,692	45,84,615
Foreign Currency Earnings – FOB basis	26,92,34,511	29,70,43,728.00

ANNEXURE - VI

REMUNERATION POLICY

Preamble:

This Policy covers the remuneration and other terms of employment for the Company's Executive Team. The remuneration policy for members of the Board and for Management aims at improving the performance and enhancing the value of the Company by motivating and retaining them and to attract the right persons to the right jobs in the Company.

1. The Objective:

The object of this Remuneration Policy is to make the Company a desirable workplace for competent employees and thereby secure competitiveness, future development and acceptable profitability. In order to achieve this, it is imperative that the Company is in a position to offer competitive remuneration in all operational locations. Remuneration of executives and other key employees shall take into consideration the remuneration of other employees of the Company and thereby aim to secure coordinated and fair Remuneration Policy for the Company.

2. Nomination and Remuneration Committee:

The Board of Directors appoints a Nomination and Remuneration Committee which shall consist of minimum three members of the Board of Directors. The Committee shall work in accordance with a special mandate of the Board. The Nomination and Remuneration Committee shall be advisory to the Board of Directors and the Managing Director regarding terms of employment for the executives of the Company and setting a Remuneration Policy. The Committee shall also supervise that terms of employment of employees are in line with the Remuneration Policy.

3. Remuneration of the Board of Directors:

The Working Directors shall be paid a monthly salary, and/or profit related commission according to decision taken by the Annual General Meeting in that respect, as specified in the Act. The Board of Directors shall take into account the time spent by the Board Members on their duties, their responsibilities, as well as the operational and economical performance of the Company. Additional payments may be effected to individual Board Members for specific projects which cannot be classified as ordinary tasks for Board Members, as well as for work in Sub Committees of the Board, as applicable subject to necessary approvals as per the Companies Act, 2013. Payments for such tasks shall be subject to approval by the other Board Members. The Company shall secure immunity for the Board of Directors and the KMP for all claims that can eventually be made against them, connected to their work on behalf of the Company.

4. Senior Executives Terms of employment:

The amount of basic salaries and other remuneration shall take into account education, working experience and previous employment. Other details of remuneration and other benefits, as well as terms of notice, shall be mentioned in the employment contract. Bonuses and stock incentives shall also be included in the employment contract, as specified in the Remuneration Policy.

When stipulating the period of notice for termination of the employment contract, the period may be directly related to the nature or duration of the employment of the Senior Executives. The employment contract shall also stipulate the terms of notice.

The basic salary of the Senior Executives shall be revised periodically and shall be based on evaluation of the performance of the Senior Executives, the development of salaries for similar positions in comparable companies and the general performance and operations of the Company.

The employment contract should include and stipulate all payments due to the Senior Executives upon termination of the contract.

5. Incentives:

The employees may be paid incentives or offered stock incentives, based on specific plans prepared by the Board of Directors. Incentives shall be directly related to the working performance of the individual employees, their status and responsibility, the economical performance of the Company, the achievements of certain operational goals, including reaching certain budget targets. Such incentives can only be paid out to employees who are still working for the Company or when the incentives are due for payment for the period of service.

6. Stock Incentives:

The Nomination and Remuneration Committee is authorized to make proposal to the Board of Directors, offering individual key employees of the Company stock incentives in the Company, in addition to the set terms in the individual employment contracts.

When evaluating whether key employees shall be offered stock incentives, the status and responsibilities, working performance and future prospects of each individual shall be taken into consideration. Such stock incentives can only be granted if the individuals are still working for the Company at the time when the incentives are awarded.

If the Board of Directors decides to offer stock incentives to key employees of the Company, a stock incentive plan shall be presented to shareholders meeting, for approval. The Board shall present to the Annual General Meeting the prescribed details of such stock incentive plan. The Company shall enter into written stock incentive agreements with employees. The agreements shall always be subject to the conditions laid down in the relevant guidelines.

7. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee, inter alia, consist of reviewing the overall compensation policy, service agreements, performance incentive and other employment conditions of Executive Director(s) and Senior Management Personnel.

The recommendations of the Nomination and Remuneration Committee are considered and approved by the Board of Directors, subject to the approval of the shareholders, wherever necessary. Additionally the Nomination and Remuneration Committee has been vested with the powers for administration of Remuneration policy:

a) The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
b) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director from time to time. The Committee recommends to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and Other Employees.
c) The Nomination and Remuneration Committee, while formulating the policy under (b) above will ensure that:
   i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
   ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   iii. Remuneration to Directors, Key Managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals.

Provided that such Policy shall be disclosed in the Board's Report.

The role and responsibilities of the position are the criteria for determining the qualification and positive attributes. The criteria for independence of independent directors are as specified under Section 149(6) of the Companies Act, 2013.

The Committee prescribes the details of qualifications, skills, etc., required as per the needs and also determines the remuneration with breakup at the time of appointment of Directors and all members of the Senior Management, one level below the Executive Directors including the functional heads. The details of composition of the Nomination and Remuneration Committee along with attendance of the Committee Members at the meetings held during the year would be disclosed in the Annual Report of the Company.

8. Remuneration General Principles:

I. Guiding principles for remuneration and other terms of employment:

The guiding principle is that the remuneration and the other terms of employment for the Executives shall be reasonable, adequate and competitive in order to ensure that the Company could attract and retain competent Executives.

The annual report of the Company also sets out details of the total remuneration and benefits allowed to the Senior Executives drawing a total remuneration of above Rs.60 lakhs per annum or such higher stipulated sum under the Companies Act, 2013.

The Nomination and Remuneration Committee considers a) the financial position and profitability of the Company; b) nature and responsibility of the position; and c) remuneration packages prevailing in industry or other organisations comparable in regard to the size and complexity of operations.

II. The principles for fixed salaries:

The Executives' fixed salary shall be competitive and based on the individual Executive's responsibilities and performance.

III. The principal terms of variable salary and incentive schemes, including the relation between fixed and variable components of the remuneration and the linkage between performance and remuneration:

The Executives may receive variable salaries in addition to fixed salaries.

The variable salary may be based on inter alia the performance of the Company or the Unit where the Executive is employed. The performance will be related to the fulfilment of various improvement targets or the attainment of certain financial objectives.

Such targets will be set by the Board and may relate to inter alia operating income, operating margin or cash flow. The Board may under certain conditions decide to cancel or limit variable salary to be paid to the Executives.

IV. The principal terms of non-monetary benefits, superannuation, notice of termination and severance pay:

a) Non-monetary benefits:

The Executives may be provided customary non-monetary benefits such as Company cars and Company health care or medical allowance. In addition thereto in individual cases Company housing and other benefits may also be offered.

b) Long Term Incentives:

Long term incentives ("LTI's") may be provided to certain senior executives and eligible employees to reward creation of shareholder value, and provide incentives to create further value as well as to attract and retain executives.

The Company believes that the most significant value that can be created for shareholders will occur by way of Senior Executives' delivering on the strategic outcomes and goals set by the Board from time to time.

c) *Additional Arrangements:*

In addition to the main conditions of employment, a number of additional arrangements apply to members of the Board of Management. These additional arrangements, such as expense and relocation allowances, medical insurance, accident insurance and Company car arrangements are broadly in line with those of other competitive companies. In the event of disablement, they are entitled to benefits in line with other companies. They also benefit from coverage under the Company's Directors and Officers (D&O) policies. The Company policy forbids personal loans to Non-Executive Directors and the loans to Working Directors would be as permitted by the Companies Act, 2013.

9. Performance Evaluation:

Legal Provisions:

a. Section 134(3)(p):
The manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors shall be disclosed in the Board Report (self evaluation).

b. Section 178 (2):
The Nomination and Remuneration Committee shall carry out evaluation of every Director's performance.

c. Schedule IV appended to the Companies Act stipulates that the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Directors being evaluated.
On the basis of the report of performance evaluation it shall be determined whether to extend or continue the term of appointment of the Independent Director.
The reappointment of Independent Director shall be on the basis of report of performance evaluation.

d. Clause 49 IV 8.2 of the Listing Agreement stipulates that the Nomination and Remuneration Committee has to formulate the criteria for evaluation of Independent Directors and Board.

Performance indicators for evaluation:

Independent Directors have three key roles governance, control and guidance. Some of the performance indicators based on which the Independent Directors may be evaluated are:

- Ability to contribute to and monitor corporate governance practices.
- Ability to contribute by introducing international best practices to address top management issues.
- Active participation in long term strategic planning.
- Commitment to the fulfilment of a director's obligations and fiduciary responsibilities

Attendance:

The performance evaluation of Independent or nonexecutive members is done by the Board annually based on criteria of attendance and Contributions at Board/Committee Meetings as also for the role played other than at Meetings.

Criteria formulated by Nomination Committee for evaluation of Independent Directors and Board Committees and Individual Directors:

In line with corporate governance guidelines, evaluation of all Board Members is done on an annual basis. This evaluation is done by the entire Board lead by the Chairman of the Board with specific focus on the performance and effective functioning of the Board, Committees of the Board and individual Directors and report the recommendation to the Board. The evaluation process also considers the time spent by each of the Board Members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

10. Authority to decide on deviations from this Policy:

The Board of Directors may deviate from this Policy if there are reasons to do so in individual cases.

ANNEXURE - VII

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2015

To,

The Members,
Bodhtree Consulting Limited
Hyderabad.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Bodhtree Consulting Limited**, (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2015 according to the provisions of:

   (i) The Companies Act, 2013 (the Act) (applicable Sections as on date) and the Rules made under that Act;

   (ii) The Companies Act, 1956, and the Rules made under that Act;

   (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

   (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

   (v) Listing Agreements entered with the Stock Exchanges;

   (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

   (d) The Securities and Exchange Board of India (Depositories and Participants) regulations, 1996;

   (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company in the financial year under report:-

(a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

3. The industry specific laws that are applicable to the company are as follows:

(a) The Information Technology Act, 2000

(b) Policy relating to Software Technology Parks of India and its regulations

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Madras Stock Exchange Limited (since delisted) and BSE Limited (BSE) and *observed the Company has not appointed a Woman Director as required under clause 49 of the Listing Agreement.*

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except the appointment of Woman Director as per the provisions of section 149 of the Act.*

We further report that

During the year under review, due to de-recognition of Madras Stock Exchange Limited, the Company was shifted to dissemination board, consequently the shares of Company got listed on BSE Ltd w.e.f.4th May, 2015.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors *except woman director.* During the Period under review Mr. Ramkrishna L.N. has been designated as Managing Director w.e.f. 24th January, 2015. Mr. A.Shankaraiah, Director and Mr. Pal Natarajan, Managing Director resigned from directorship of the Company w.e.f. 28th May, 2014 and 24th January, 2015 respectively. Mr. Muthukrishnan Swaminathan co-opted as Additional Director w.e.f.30th May, 2015.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As a general practice of the Board decisions are taken on majority consent.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For P.S. Rao & Associates
Company Secretaries

Place: Hyderabad
Date: 14.08.2015

Sd/-
P.S.RAO
Company Secretary
ACS No:9769
C P No:3829

ANNEXURE-VIII

REPORT ON CORPORATE GOVERNANCE
(Pursuant to Clause 49 of the Listing Agreement)

The Company's shares were listed on BSE Limited w.e.f. 04.05.2015 through direct listing after exit of Madras Stock Exchange Ltd. The Corporate Governance Report has been prepared in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance is to provide highest transparency, and adherence to ethical values to build strong Corporate Governance systems. It endeavors to ensure adherence to the Code of Corporate Governance by complying with regulatory requirements and maintaining high standards of moral and ethical conduct to enhance the benefit of shareholders, employees, lenders and customers. The Company has also adopted Code of Conduct for the Board of Directors and other Senior Level Management.

The company has complied with the requirements of the Corporate Governance code in terms of Clause 49 of the Listing Agreement with the Stock Exchanges *except with regard to appointment of woman director* as disclosed herein below.

II. BOARD OF DIRECTORS:

The Board of Directors presently comprises of 5 (Five) Directors, having versatile knowledge and skills in their respective domains, out of which 4 (four) are Non-Executive Directors. The Company has a Non-Executive Independent Director as the Chairman. The Independent Directors are more than 1/3rd of the total number of Directors with the Managing Director being the only Executive Director on the Board of the Company. *However, no Woman director was appointed on the board of company.*

The composition of the Board, attendance at Board meetings (BM) held during the financial year under review and attendance at the last Annual General Meeting (AGM), number of directorships and memberships in public limited Companies and committees (including the Company) are given below:-

Name of the Director	Category	Attendance particulars			As on date		
		Board Meetings		Last AGM	No. of other Directorships[2]	Committee Positions[3]	
		Held	Attended			Member	Chairman
Sanjiv Gupta	Non-executive Promoter Director	5	5	Yes	9	0	0
Pal Natarajan[1]	Managing Director	5	3	Yes	1	0	0
N.Sriram	Non-executive Independent Director	5	3	Yes	1	2	0
K.Ramanujam[6]	Non-executive, Non-Independent Director	5	2	No	5	2	0
K.Rajesh	Non-executive Independent Director	5	5	Yes	2	2	2
Ramakrishna L.N.[4]	Managing Director	5	2	N.A.	0	0	0
Muthukrishnan Swaminathan[5]	Non-executive Independent Director	N.A.	N.A.	N.A.	2	0	0

1. Resigned w.e.f. 24th January, 2015
2. Excluding Directorship in Foreign Companies and Companies incorporated u/s.8 of Companies Act, 2013
3. Only Membership of Audit and Stakeholders Relationship Committees are considered.
4. Appointed as MD w.e.f. 24th January, 2015.
5. Appointed w.e.f. 30th May, 2015
6. Resigned w.e.f. 5th Augsut, 2015

During the year under review Five Board Meetings were held on 28.05.2014, 14.08.2014, 14.11.2014, 24.01.2015 and 14.02.2015. Meeting convened on 14th August, 2015 was adjourned two times and adjourned meetings were conducted on 25th August, 2014 and 9th September, 2014.

Your Company holds minimum of four board meetings in each year with maximum time gap of four months between any two meetings. Additional Board meetings will be convened by giving appropriate notice to address the urgent needs of the Company. The Board may also approve permitted matters by passing resolution by circulation.

III. COMMITTEES OF DIRECTORS:

a) Audit Committee:

The Company constituted a Qualified and Independent Audit Committee in accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and Section 177 of the Companies Act, 2013 comprising of Three Non-Executive Independent directors.

The Committee is empowered with the powers as prescribed under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time. The Audit Committee has adequate powers to play effective role as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges.

The composition of the Audit Committee and the attendance of each Member of the Committee at the meetings were as follows:

S.No.	Name of the Director	Designation	No. of meetings held during the period	No. of Meetings attended
1	K.Rajesh	Chairman	4	4
2	K.Ramanujam#	Member	4	2
3	N.Sriram	Member	4	3
4	A.Shankaraiah*	Member	4	1
5	Muthukrishnan Swaminathan$	Member	N.A.	N.A.

*Resigned w.e.f. 28th May, 2014 #Resigned w.e.f 5th August, 2015 $Appointed on 30th May,2015

Chairman of the Audit Committee also attended the last Annual General Meeting of the Company.

Managing Director, Chief Financial Officer, Senior Manager – Finance, Statutory Auditors and Internal Auditors are also invited to the meetings, as required to brief the Committee Meetings. Internal Auditors would report their findings and recommendations to the Committee directly at the meetings.

Audit Committee meetings were held 4 (four) times during the year under review on 28th May, 2014; 14th August, 2014; 14th November, 2014 and 14th February, 2015. The gap between two audit Committee meetings was not more than four months. The necessary quorum was present at all the meetings. The Company Secretary acts as Secretary for the meetings.

b) Nomination and Remuneration Committee:

Nomination and Remuneration Committee was duly constituted in accordance with the requirements of the Companies Act, 2013 and Listing Agreement. The Committee is authorized as per the provisions of Companies Act, 2013 and to negotiate, finalize and approve the terms of appointment for Directors/Managing Directors/Whole time Directors and other Senior Executives on behalf of the Company. The composition of remuneration committee is as follows:

S.No.	Name of the Director	Nature of Directorship	Category	No. of meetings held during the year	No. of meetings attended
1	K.Ramanujam#	Non-executive Non-Independent Director	Member	4	2
2	K.Rajesh	Non-executive Independent Director	Chairman	4	3
3	N.Sriram	Non-executive Independent Director	Member	4	4
4	Sanjiv Gupta	Non-executive Non-Independent Director	Member	4	3
5	A.Shankaraiah*	Non-executive Independent Director	Member	4	1

*Ceased w.e.f. 28th May, 2014 #Resigned w.e.f 5th August, 2015

Chairman and members of the Remuneration Committee are Non-Executive Directors.

The Remuneration Committee reviews the remuneration package payable to Executive Director(s) and Senior Executives in the top level management of the Company and other elements of their appointment and gives its recommendation to the Board and acts in terms of reference of the Board from time to time. The Committee also evaluates the performance of Directors and acts in terms of reference of the Board from time to time.

The details of remuneration and other benefits paid during the year to the Managing Director as follows:

(Amount in Rs.)

Name of Director	Salary & allowances	Other Benefits	Designation	Gross Remuneration
Pal Natarajan[1]	-	-	Managing Director	-
Ramakrishna L.N.[2]	5,64,516	-	Managing Director	5,64,516

1 Resigned w.e.f. 24th January, 2015 2 Appointed w.e.f. 24th January, 2015

Note: During the year under review no salary was paid to Mr. Palaniappan Natarajan, however out of pocket expenses were reimbursed to him being the representative of holding company.

For Non-Executive Directors:

Compensation paid to Non-Executive Directors and their shareholding is as follows:

Name of the Director	Sitting Fee Paid (Rs.)	No. of shares held on 31-03-2015
Sanjiv Gupta	36,000	8,66,100
N.Sriram	34,000	NIL
K.Ramanujam*	40,000	2,10,400
K.Rajesh	58,000	NIL
A.Shankaraiah	12,000	-
Muthukrishnan Swaminathan#	N.A.	NIL

#Appointed w.e.f. 30th May, 2015.

*Resigned w.e.f 5th August, 2015

Other than payment of sitting fees to Non-executive Directors, there was no material pecuniary relationship or transaction with the Company. The Company has not issued any stock options to its Directors/Employees.

c) **Stakeholders' Relationship Committee:**

The present composition of the Stakeholders' Relationship Committee is as under:

S.No.	Name of the Director	Designation
1	K.Rajesh	Chairman
2	Kuppusamy Ramanujam*	Member
3	N.Sriram	Member
4	Muthukrishnan Swaminathan#	Member

appointed w.e.f. 30th May, 2015.
*Resigned w.e.f 5th August, 2015

The Committee is empowered to oversee the redressal of investor complaints pertaining to share transfer, non-receipt of Annual Reports, issue of duplicate share certificates, transmission of shares and other miscellaneous complaints. In accordance with Clause 49 of the Listing Agreement with Stock Exchanges, the Board delegated the powers to approve share transfers/transmissions and compliance with other formalities in relation thereto.

All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement.

There were no pending investor complaints pertaining to the Financial Year ended 31st March, 2015.

d) **Risk Management Committee:**

Risk Management Committee was duly constituted in accordance with the requirements of the Listing Agreement. Even though not mandatory for the company the composition of Risk Management committee is as follows:

S.No.	Name of the Director	Designation
1	K.Rajesh	Chairman
2	Kuppusamy Ramanujam*	Member
3	N.Sriram	Member
4	Muthukrishnana Swaminathan#	Member

appointed w.e.f. 30th May, 2015.
*Resigned w.e.f 5th August, 2015

Chairman and members of the Risk Management Committee are Non-Executive Directors.

The Committee acts in terms of reference of the Board and was entrusted with the responsibility to assess the risks, frame, implement and monitor the risk management plan for the Company through means of properly defined roles and responsibilities.

IV. GENERAL BODY MEETINGS:

i) **The location and time of the last three Annual General Meetings are as follows:**

Year	Location	Date& Time	Special Resolutions
2013-14	Gen X Kasani GR Hotel, Beside Indian Oil Petrol Pump, Hitech-city, Madhapur, Hyderabad -500081	23.12.2014 10.00 A.M.	Appointment of MD for a period of 3 years
2012-13	Crystal-II Hall, Hotel Aditya Sarovar Premiere, Hitech City, Gachibowli, Hyderabad-500032	28.06.2013 10.00 A.M.	No Special Resolution
2011-12	Crystal-II Hall, Hotel Aditya Sarovar Premiere, Hitech City, Gachibowli, Hyderabad-500032	28.09.2012 11.00 A.M.	No Special Resolution

ii) Special Resolutions passed in Extra-Ordinary General Meetings during the last three years are as follows:

Year	Date	Special Resolutions
2014-15	No Extra Ordinary General Meeting of the Members was held during the year	
2013-14	No Extra Ordinary General Meeting of the Members was held during the year	
2012-13	05.11.2012	Consent under Section 81 (1A) of the Companies Act, to issue shares on preferential basis

iii) Special Resolution passed last year through postal ballot:

No Special Resolution has been passed by the Company through postal ballot during the year under review.

V. DISCLOSURES:

i) Disclosures on Materially Significant Related Party Transactions:

Besides the transactions mentioned else wherein the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

ii) Details of Non-Compliance and Penalties:

There was no non-compliance during the last three years by the Company on any matter related to Capital Market *except appointment of Woman Director as per clause 49 (II)(A)(1) of the Listing Agreement*. There were no penalties imposed nor strictures passed on the Company by any Stock Exchanges, Securities and Exchange Board of India or any Statutory Authority relating to the capital markets.

iii) Whistle Blower Policy:

As per Internal Code of Conduct and Vigil Mechanism, employees have been given access to the Audit Committee.

iv) CEO/CFO Certification:

The Managing Director (CEO) and Chief Financial Officer have certified and submitted a certificate on the financial results and other compliance of statutory requirements, to the Board in accordance with Clause 49(ix) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended 31st March, 2015.

v) Compliance Certificate:

Compliance Certificate for Corporate Governance from Auditors of the Company is annexed hereto and forms part of this Report.

vi) Code of Conduct:

The Company has framed the Code of Conduct for Directors and Senior Management. The Code of Conduct is applicable to all Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management of the Company have affirmed compliance with their respective Codes of Conducts for the Financial Year ended 31st March, 2015. A declaration to this effect, duly signed by the Managing Director is annexed hereto and forms part of this report.

vii) Details of Compliance with Mandatory Requirements and Adoption of the Non- mandatory Requirements:

The Company has complied with the mandatory requirement of Clause 49 *except the appointment of woman director on the board*, steps for which are under process.

viii) Relationships inter-se among Directors:

No Director is related to any other Director on the Board in terms of provisions of Section 2(77) of the Companies Act, 2013 and rules made there-under.

ix) Familiarization programmes of Independent Directors:

The Company conducted familiarization programmes for the Independent Directors to familiarize them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Company also conducted a separate programme on the latest SEBI Regulations to promote training to the Directors to ensure that the Board Members are kept up to date.

x) Material Subsidiaries: N.A.

xi) Related Party Transactions:

The policy on dealing with related party transactions has been posted on the website of the Company i.e http://www.bodhtree.com/downloads/Policy_on_Related_Party_Tranasactions.pdf

VI. MEANS OF COMMUNICATION:

Your Company complied with the requirements of Clause 41 of the Listing Agreement. Quarterly Results, Half Yearly and Annual Results are normally published in the Business Standard (English Newspaper) and Andhra Prabha (Telugu- Regional).
The Financial Results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and simultaneously displayed on the Company's website www.bodhtree.com.

Management Discussion & Analysis forms part of the Annual Report.

VII. GENERAL SHAREHOLDER INFORMATION:

a.	**Annual General Meeting:**	
	Date and time	30th September, 2015 at 04.00P.M.
	Place	**Best Western Jubilee Ridge**, Plot No. 38 & 39, Kavuri Hills, Next to Hi-tech city, Madhapur, Hyderabad, Telangana 500034 INDIA,
b.	**Financial Year**	1st April, 2014 to 31st March, 2015
c.	**Date of Book Closure**	24th September, 2015 to 30th September, 2015 (Both days inclusive)
d.	**Dividend Payment Date**	N.A.
e.	**Listing on Stock Exchanges**	BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai Listed on BSE w.e.f. 4th May, 2015
f.	**Demat ISIN No. in NSDL & CDSL for Equity shares and Stock Code**	INE104F01011 539122
	The listing fee and custodial fee was paid upto date to the Stock Exchanges and Depositories.	
g.	**Market Price Data:** High, Low, No. of shares traded during each month in last financial year	There has been no significant trading in the shares of the company during the year under review

h.	**Registrar and Transfer agents**	Venture Capital and Corporate Investments Pvt. Limited 12-10-167, Bharatnagar Hyderabad-500018
i.	**Share transfer system**	To expedite the process of share transfers, the Board of the company has delegated the power of share transfer to Registrar and Transfer agents. Demat requests are normally confirmed within 21 days from the date of receipt of request. Pursuant to Clause 47(C) of the Listing Agreement with the Stock Exchanges, certificates, on half-yearly basis, have been given by a Practicing Company Secretary certifying due compliance of shares transfer formalities.
j.	**Shareholding Pattern as on 31.03.2015**	(see table below)

j. Shareholding Pattern as on 31.03.2015

Group	No. of shares	%
Promoter	11361600	64.75
Individual investors	4542377	25.89
Bank & Institutions	100000	0.57
Bodies corporate	490057	2.79
Others	1052133	6.00
Total:	17546167	100

k. Distribution of Equity shares as on 31.03.2015

Category	No. of Shareholders	% to Shareholders	No. of Shares held	% to Capital
Upto – 500	482	75.20	56931	0.32
501-1000	41	6.40	37370	0.21
1001-2000	16	2.50	26580	0.15
2001-3000	12	1.87	29602	0.17
3001-4000	8	1.25	28557	0.16
4001-5000	22	3.43	109400	0.62
5001-10000	15	2.34	117549	0.67
10001 and above	45	7.02	17140178	97.69
Total	**641**	**100.00**	**17546167**	**100.00**

l.	**Dematerialization of shares and Liquidity**	81.7% of the shares have been dematerialized up to 31st March, 2015. Trading in Equity shares of the company is permitted only in Dematerialized form.
m.	**Outstanding GDRs/ADRs/warrants or convertible bonds, conversion date and likely impact on the equity**	The Company has not issued any GDR's / ADR's/warrants / Convertible bonds.
n.	**Registered Office and Address for correspondence**	Block "A", Wing "2", Level -6, Cyber Gateway, Madhapur, Hyderabad- 500 081 Telangana, INDIA Phones: +91-40-66222333 Fax: + 91-40-66222444 Email: cosecy@bodhtree.com Website: www.bodhtree.com

Managing Director's and CFO's Certification

We have reviewed the financial statements read with the cash flow statement of Bodhtree Consulting Limited for the year ended March 31st, 2015 and that to the best of our knowledge and belief, we state that;

a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading.

(ii) These statements present true and fair view of the Company's affairs and are in compliance with current Accounting standards, applicable laws and regulations.

b) There are, to the best of my knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and steps taken or proposed to be taken for rectifying these deficiencies.

d) We have indicated to the Auditors and Audit Committee :

i) Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements, and
ii) There are no instances of fraud involving the management or an employee.

	Sd/-	**Sd/-**
Place: Hyderabad	**Ramakrishna L.N.**	**Prabhkar Rao Kallur**
Date: 14.08.2015	**Managing Director**	**C.F.O.**

DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

I, Ramakrishna L.N., Managing Director, hereby declare that the Company has received the declarations from all the Board Members and Senior Management Personnel affirming compliance with Code of Conduct for Members of the Board and Senior Management for the year 2014-2015.

Sd/-

Place: Hyderabad **Ramakrishna L.N.**

Date: 14.08.2015 **Managing Director**

NISAR & KUMAR
Chartered Accountants
Door No. 6-2-941, Flat No. 205, Mughal's Emami Mansion, Khairatabad, Hyderabad 500 004
Ph. Nos. 040 66758388; email: contact@nisarkumar.in

To
The Members of Bodhtree Consulting Limited,

CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of corporate governance by Bodhtree Consulting Limited, for the year ended March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Nisar & Kumar
Chartered Accountants
Firm Registration No: 127820W

Sd/-
T.N.V.Visweswara Rao
Partner
Membership No: 204084

Place : Hyderabad
Date : 14-08-2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BODHTREE CONSULTING LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **BODHTREE CONSULTING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Basis for Qualified Opinion

The company has a strategic long term investments in Equity Shares of certain companies, the cost of acquisition of those investments is Rs.722.50 lacs. Based on the Latest Audited Financial Statements of those companies made available to us the breakup value of those investments works out to Rs.125.82 lacs. Accordingly, the decline in value i.e. Rs. 596.68 lacs, being the difference between cost of acquisition and the breakup value, which in our view is of other than of temporary nature, is not provided for in the Statement of Profit and Loss. Had the company considered the diminution in value of investments the profit for the year would have been lower by the said amount.

Further the company has given advance of Rs.339 lacs and Rs.310 lacs receivable on account of services rendered by the company, which in our view are doubtful of recovery against which the company has not made any provision. Had the company considered the provision for the aforesaid amounts the profit for the year would have been lower by the said amount.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   (d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
   (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Nisar & Kumar
Chartered Accountants
(Firm Registration No. 127820 W)

Sd/-
T.N.V.Visweswara Rao
Partner
Membership No. 204084

Place: Hyderabad
Date: 30-05-2015

ANNEXURE REFERRED TO IN PARAGRAPH 1 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT TO THE MEMBERS OF BODHTREE CONSULTING LIMITED OF EVEN DATE FOR THE YEAR ENDED MARCH 31, 2015

(i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification and material discrepancies noticed on such verification have been properly dealt with in the books of account;

(ii) Since the company does not have inventory Clauses (ii) (a), (ii) (b) and (ii) (c) are not applicable.

(iii) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of fixed assets and for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.

(v) In our opinion and according to the information and explanations given to us, during the year the company has not accepted any deposits from the public within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.

(vi) As informed to us, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

(vii) (a) According to the records of the company, the company is not regular in depositing the undisputed statutory dues of provident fund, income-tax, service tax, with the appropriate authorities and regular in depositing the Employee State Insurance, Value Added Tax with the appropriate authorities. The arrears of statutory dues as at March 31, 2015 for a period of more than six months from the date they became payable are as under.

S.No	Nature of Due	Amount in Rs.
1	Income Tax	1,22,08,347
2.	Service Tax	1,11,64,148
3.	Provident Fund	2,04,13,457

(b) According to the records of the company, there are no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of dispute.

(c) According to the records of the company, there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(viii) The company does not have accumulated losses at the end of the financial year and the company has not incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.

(ix) According to the records of the company, the company has not defaulted in repayment of dues to financial institution or bank or debenture holders.

(x) According to the records of the company, during the year the company has not given any guarantee for loans taken by others from bank or financial institutions.

(xi) According to the records of the company, the term loans taken during the year has been utilized for the purpose for which it was taken.

(xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

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For Nisar & Kumar
Chartered Accountants
(Firm Registration No. 127820 W)

Sd/-
T.N.V.Visweswara Rao
Partner
Membership No. 204084

Place: Hyderabad
Date: 30-05-2015

BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Note No.	As At 31-Mar-2015	As At 31-Mar-2014
		Amount in Rs.	
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	175,461,670	175,461,670
(b) Reserves and Surplus	3	90,420,179	88,218,257
		265,881,849	**263,679,927**
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	14,680,026	18,547,642
(b) Deferred Tax Liability	5	-	2,421,023
(c) Long Term Provisions	6	4,716,381	2,736,075
		19,396,407	**23,704,740**
(3) Current Liabilities			
(a) Short-Term Borrowings	7	90,797,942	29,993,405
(b) Trade Payables	8	41,377,072	14,007,165
(c) Other Current Liabilities	9	108,920,928	80,807,949
(d) Short-Term Provisions	10	3,488,318	1,950,000
		244,584,260	**126,758,519**
Total Equity & Liabilities		**529,862,516**	**414,143,186**
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	11		
(i) Tangible		38,788,411	46,203,952
(ii) Intangible		1,964,797	4,150,282
		40,753,208	**50,354,234**
(b) Non-Current investments	12	72,287,409	72,287,409
(c) Deferred Tax Asset	5	7,829,638	-
(d) Long term Loans and Advances	13	51,053,187	57,879,034
		171,923,442	**180,520,677**
(2) Current Assets			
(a) Trade receivables	14	211,539,486	103,093,681
(b) Cash and cash equivalents	15	34,167,592	17,960,911
(c) Short-term loans and advances	16	58,295,038	62,348,950
(d) Other Current Assets	17	53,936,958	50,218,967
		357,939,074	**233,622,509**
Total Assets		**529,862,516**	**414,143,186**
Significant Accounting Policies	1.3		

The Notes referred to above and Statement on Significant Accounting Policies form an integral part of the Financial Statements.

As per our attached report of even date

For Nisar & Kumar
Chartered Accountants
Firm Regn. No: 127820W

For and on behalf of the Board

Sd/-
T.N.V.Visweswara Rao
Partner
M.No. 204084

Sd/-
L.N. Ramakrishna
Managing Director

Sd/-
K. Rajesh
Director

Place: Hyderabad
Date: 30/05/2015

Sd/-
Prabhakar Rao Kallur
Chief Financial Officer

Sd/-
G. Pushkarini
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2015

S.no	Particulars	Note No.	Year Ended 31-Mar-2015	Year Ended 31-Mar-2014
			Amount in Rs.	
	Revenues:			
I	Revenue from operations	18	428,214,302	467,004,624
II	Other Income	19	5,723,671	8,386,277
III	***Total Revenue - (A)***		**433,937,973**	**475,390,901**
IV	***Expenses:***			
	Work Execution expenses	20	56,205,547	43,271,677
	Decrease/(Increase) in Inventories	21	-	10,112,569
	Employee Benefits Expense	22	224,161,520	296,129,276
	Finance Costs	23	8,601,867	6,765,087
	Depreciation and Amortization Expense	11	15,312,865	8,839,901
	Other Expenses	24	123,501,885	77,114,993
	Total Expenses - (B)		**427,783,684**	**442,233,503**
V	**Profit before exceptional and extraordinary items and tax - (A) -(B)**		**6,154,289**	**33,157,398**
VI	Exceptional Items	25	-	(2,175,323)
VII	**Profit Before Tax**		**6,154,289**	**35,332,721**
VIII	***Tax expense:***			
	(a) Current & Earlier Year Taxes		10,799,166	5,812,126
	(b) MAT Credit (Utilised) / (Entitlement)		-	(5,076,113)
	(c) Deferred Tax / (Reversal) (Asset)		(10,250,662)	2,421,023
IX	**Profit/(Loss) for the Year**		**5,605,785**	**32,175,685**
X	Earning per equity share:	26		
	- Basic & Diluted		0.32	1.83
	Significant Accounting Policies	1.3		

The Notes referred to above and Statement on Significant Accounting Policies form an integral part of the Financial Statements.

As per our attached report of even date

For Nisar & Kumar
Chartered Accountants
Firm Regn. No: 127820W

For and on behalf of the Board

Sd/-
T.N.V.Visweswara Rao
Partner
M.No. 204084

Sd/-
L.N. Ramakrishna
Managing Director

Sd/-
K. Rajesh
Director

Place: Hyderabad
Date: 30/05/2015

Sd/-
Prabhakar Rao Kallur
Chief Financial Officer

Sd/-
G. Pushkarini
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

(Amount in Rs.)

PARTICULARS		2014-15		2013-14
A) CASH FLOW FROM OPERATING ACTIVITIES:		6,154,289		35,332,721
Net Profit before Taxation				
Adjustment for:	15,312,865		8,839,901	
Depreciation	7,569,821		11,972,781	
Finance Costs	(2,024,896)		-	
Interest received	497,755		-	
Unrealised exchange loss /(profit)	-		-	
Exceptional Items Recognised	-		1,566,214	
Bad debts written off	(205,857)		1,073,125	
Loss/ (Profit) on Sale of Asset		21,149,688		23,452,021
		27,303,977		**58,784,742**
Operating profit before working capital changes				
Adjustment for change in Working Capital	405,971		(45,647,035)	
Decrease/(Increase) in Deposits, Loans & Advances	27,369,907		(6,695,887)	
Increase/ (Decrease) in Trade Payables	27,749,581		18,669,476	
Increase/ (Decrease) in Current Liabilities	-		10,112,569	
Decrease/(Increase) in Work in Progress	(108,445,805)		28,300,894	
Decrease/(Increase) in Trade Receivables	(3,717,991)		(50,218,967)	
Decrease/(Increase) in Current Assets	3,518,624		4,465,766	
Increase/ (Decrease) in Provisions		(53,119,713)		(41,013,184)
		(25,815,736)		**17,771,558**
Cash Generated from Operations				
Less:	1,201,763		(5,812,126)	
Direct Taxes paid				
		1,201,763		(5,812,126)
		(24,613,973)		**11,959,432**
Net Cash from Operating Activities				
B) CASH FLOW FROM INVESTING ACTIVITIES:	(9,081,092)		(21,403,875)	
Purchase of Fixed Assets	2,735,000		903,734	
Sale of Fixed Assets	(16,295,052)		-	
(Increase)/Decrease in Marginal money deposit	-		60,000	
(Increase)/Decrease in Loans and Advances		(22,641,144)		(20,440,141)
		(22,641,144)		**(20,440,141)**
Net Cash used in Investing Activities				
C) CASH FLOW FROM FINANCING ACTIVITIES:	-		831,775	
Net Increase/(Decrease) in Secured Loans	62,636,644		20,772,950	
Proceeds from borrowings	(6,265,334)		-	
Borrowings paid	-		(1,249,624)	
Other Long Term Provisions	(9,204,565)		(11,972,781)	
Finance Charges		47,166,746		8,382,320
		47,166,746		**8,382,320**
Net Cash generated through Finance				
Net Increase/(Decrease) in Cash and equivalents (A+B+C)		**(88,371)**		**(98,389)**
Cash & Cash Equivalents at the Beginning of the Year		**165,972**		**264,362**
Cash & Cash Equivalents at the End of the Year		**77,601**		**165,972**

Note-:

(i). The above cash flow statement has been prepared under the indirect method as set out in the Accounting Standard -3 'Cash Flow Statements'.

(ii). Cash and cash equivalents included in the cash flow statement comprise of the following balance sheet amounts:

	2014-15	2013-14
Cash on hand and balances with banks		
Cash and cash equivalent as per cash flow statement	77,601	165,972
Add: In Deposit a/c - Held as Margin Money not considered as per AS-3	34,089,991	17,794,939
Cash and cash equivalent as per balance sheet -Note 15	**34,167,592**	**17,960,911**

As per our attached report of even date

For Nisar & Kumar
Chartered Accountants
Firm Reg. No: 127820W

For and on behalf of the Board

Sd/-
T.N.V.Visweswara Rao
Partner
M.No. 204084

Sd/-
L.N. Ramakrishna
Managing Director

Sd/-
K. Rajesh
Director

Place: Hyderabad
Date: 30/05/2015

Sd/-
Prabhakar Rao Kallur
Chief Financial Officer

Sd/-
G. Pushkarini
Company Secretary

Notes attached to and forming part of Financial Statements for the year ended March 31, 2015

1.1 Corporate information:

Bodhtree Consulting Limited is an IT and IT Enabling Services (ITES) provider. The company is headquartered in India and provides technology consulting services to Fortune 500 companies and SMEs across the globe. With a primary focus on Cloud CRM and Analytics, Bodhtree provides a range of services including solution design, development, implementation, integration, maintenance and support for customers in the healthcare & life sciences, hi-tech manufacturing, education and government verticals.

1.2 Basis of Preparation:

The financial statements are prepared under historical cost convention in accordance with the generally accepted accounting principles in India ("Indian GAAP") and comply in all material respects with the mandatory Accounting Standards ("AS") prescribed in the Companies (Accounting Standard) Rules, 2006, the provisions of the Companies Act, 2013 (to the extent notified), the Companies Act,1956 (to the extent applicable), and guidelines issued by the Securities and Exchange Board of India (SEBI).

The Accounting Policies adopted in the preparation of Financials are consistent with those of previous year.

1.3 Significant Accounting Policies

a. Use of estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and estimated useful lives of fixed assets. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

b. Revenue Recognition:

Income from Services:

Revenue recognition depends on the arrangements with the customer which are either on "Time and material" or on a " fixed-price" basis.

Revenue from software services performed on a "time and material" basis is recognized as and when services are performed and/or on the basis of man-days/man hours spent as per terms of the contracts.

The Company also performs work under "fixed-price" arrangements, under which customers are billed, based on completion of specified milestones. Revenue from such arrangements is recognized over the life of the contract using the percentage of completion method. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the year in which the change becomes known. Provision for estimated losses on such engagements is made in the year in which such loss becomes probable and can be reasonably estimated.

Unbilled revenue represents amounts recognized based on services performed in advance of billings in accordance with contract terms and is net of estimated allowances for uncertainties and provision for estimated losses.

Revenues from Annual maintenance contracts are recognised pro-rata over the period of the contract in which the services are rendered.

Reimbursement of expenditure is recognised under revenue along with recognition of sale of service to which it relates.

Revenue is net of volume discounts/price incentives which are estimated and accounted for based on the terms of the contracts and also net of applicable indirect taxes.

Other income:

Income from interest is recognised on a time proportion basis taking into account the amount outstanding and rate applicable in the transaction.

Dividend income is recognised when the Company's right to receive dividend is established.

c. ***Fixed assets, intangible assets and capital work- in-progress:***

Fixed Assets are stated at actual cost, less accumulated depreciation and net of impairment. Cost includes all expenses incurred to bring the assets to its present location and condition. Subsequent expenses on fixed assets after its purchase is capitalised only if such expenses results in an increase in the future benefits from such assets beyond the previous announced standards of performances.

The cost and the accumulated depreciation for fixed assets sold, retired or otherwise disposed-off are removed from the stated values and the resulting gains and losses are included in the Statement of Profit and Loss.

Asset under installation or under construction as at Balance sheet date are shown as Capital Work in Progress (CWIP).

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortisation and impairment

d. ***Depreciation & amortisation:***

Depreciation on fixed assets (other than freehold land and Capital Work-in-progress) is provided on a straight-line method over their estimated useful lives at the rates as prescribed under Schedule II of the Companies Act, 2013.Depreciation is charged on pro-rata basis from the date of capitalisation. Individual assets costing Rs. 5,000 or less are fully depreciated in the year of acquisition.

Amortisation on softwares is provided on a straight-line method over their estimated useful lives at the rates prescribed under Schedule II of the Companies Act, 2013. Amortisation is charged on pro-rata basis from the date of capitalisation. The estimated useful life for Software licenses are considered as 3 years as per the Schedule II of the Companies Act, 2013. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

e. ***Impairment of assets:***

At each balance sheet date, the Management reviews the carrying amounts of its assets to determine whether there is any indication those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

f. ***Investments:***

Investments are either classified as current or long-term based on their nature/holding period/ Management's intent at the time of making the investment. Current investments are carried individually at the lower of cost and fair value.

Long-term investments are carried individually at cost less provision made to recognise any diminution, other than temporary, in the value of such investment. Cost of investments include acquisition charges such as brokerage, fees and duties. Provision is made to recognise any reduction in the carrying value of long- term investments and any reversal of such reduction is credited to the Statement of Profit and Loss.

g. ***Foreign currency transactions/translations:***
Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are reported at the exchange rate prevailing on the balance sheet date. Exchange differences relating to long term monetary items, arising during the year, as so far as they relate to the acquisition of the depreciable capital asset are added to/deducted from the cost of the asset and depreciated over the balance life of the asset after the commencement of actual production.

h. ***Retirement and other Employee benefits:***
Employee benefits include provident fund, employee's state insurance scheme, gratuity fund and compensated absences.

Contributions in respect of Employees Provident Fund and Employee State Insurance which are defined contribution schemes, are made to a fund administered and managed by the Government of India and are charged as incurred on accrual basis to the Statement of Profit and Loss.

The Company also provides for other retirement benefits in the form of gratuity. The Company accounts for its liability towards Gratuity based on actuarial valuation made by an independent actuary as at the balance sheet date based on projected unit credit method.

The employees of the Company are entitled to compensated absences.The employees can carry-forward a portion of the unutilised accrued compensated absence and utilise it in future periods or receive cash compensation at retirement or termination of employment for the unutilised accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement. The Company measures the expected cost of compensated absence as at the balance sheet date.

Actuarial gains / losses are immediately taken to the Statement of Profit and Loss.

I. ***Income Tax:***
Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax resulting from 'timing differences' between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on balance sheet date. The deferred tax asset is recognized only to the extent that there is a reasonable certainty that the future taxable profit will be available against which the deferred tax asset can be realized. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after setting off of brought forward losses. Accordingly, MAT is recognised as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

j. *Cash flow statement:*

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Cash and cash equivalents presented in the cash flow statement consist of cash on hand and unencumbered highly liquid cash bank balances.

k. *Provisions:*

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

l. *Earnings Per Share:*

The company reports basic Earnings per share (EPS) in accordance with Accounting Standard 20 on “Earnings per share”. Basic EPS is computed by dividing the net Profit or Loss for the year attributable to equity share holders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

m. *Segmenting Reporting:*

The Company is primarily engaged in the business of Software development. The primary segment of the company is Software which in the context of Accounting Standard 17 on “Segment Reporting” constitutes reportable segment.

n. *Cash and Cash Equivalents:*

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

o. *Borrowing costs:*

Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Accounting Standard 16 on “Borrowing Costs” are capitalized as part of the cost of such asset up to the date when the asset is ready for its intended use. Other borrowing costs are expensed out when incurred.

p. *Contingent Liabilities:*

A contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize contingent liability but discloses its existence in the financial statements.

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 2 Share Capital		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	AUTHORIZED CAPITAL		
	1,90,00,000 Equity Shares of Rs. 10/- each	190,000,000	190,000,000
		190,000,000	190,000,000
	ISSUED, SUBSCRIBED & FULLY PAID UP CAPITAL		
	Paid up Share Capital	175,461,670	175,461,670
	1,75,46,167 Equity Shares of Rs. 10/- each with Voting Rights		
	Previous Year		
	1,75,46,167 Equity Shares of Rs. 10/- each with Voting Rights		
	Shares held by Holding Company		
	Name of Company — *2014-15 No.of shares* / *%* — *2013-14 No.of shares* / *%*		
	Bodhtree Solutions Inc — 90,00,000 / 51.29 — 9,000,000 / 51.29		
	Shareholders having more than 5% of the shares		
	Name of Shareholder — *2014-15 No.of shares* / *%* — *2013-14 No.of shares* / *%*		
	1.*Rajiv Gupta* — 1, 268,400 / 7.23 — 1,268,400 / 7.23		
	2.*Bodhtree Solutions Inc* — 9,000,000 / 51.29 — 90,00,000 / 51.29		
	Reconciliation of Shares		
	Opening Share Capital	17,546,167	17,546,167
	Add: Shares Issued during the year with Pari Passu rights	-	-
	Closing Share Capital	**17,546,167**	**17,546,167**
	Details of Shares Issued for Consideration Other than Cash		
	91,00,000 shares of Rs. 10/- were issued on 09th November, 2011 to the shareholders of erstwhile ACP Limited in consideration for the merger with the company as per the order of AP High Court dated 14th August, 2011.	-	-
	Total	**175,461,670**	**175,461,670**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

Note : 3 Reserves & Surplus		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Securities Premium		
	Balance as per last Balance Sheet	63,825,339	63,825,339
	General Reserve		
	Balance as per last Balance Sheet	5,000,000	5,000,000
	Surplus / (Deficity) in Statement of Profit and Loss		
	Balance at the beginning of the year	19,392,918	(12,782,767)
	Add: Profit / (Loss) for the year	5,605,785	32,175,685
	Less: Depreciation Adjustment - Refer Note. 33	3,403,863	-
		21,594,840	**19,392,918**
	Total	**90,420,179**	**88,218,257**

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 4 Long Term Borrowings		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Secured Loans		
	- From a Bank		
	Vehicle Loans	3,258,959	3,253,772
	Less: Current Maturities of Long term Debt	(1,034,474)	(1,592,488)
		2,224,485	**1,661,284**
	- From Others		
	Vehicle Loans	847,249	1,317,719
	Less: Current Maturities of Long term Debt	(584,381)	(524,034)
		262,868	**793,685**
	Total Secured Loans	**2,487,353**	**2,454,969**
	Unsecured Loans		
	- From Others	12,192,673	16,092,673
	Total Unsecured Loans	**12,192,673**	**16,092,673**
	Total	**14,680,026**	**18,547,642**

Notes:

Secured Loans

Loan From Banks and Others

1 Secured by the hypothecation of vehicles,

2 Loan amount is reapyable within 3 to 5 years

Note : 5 Deferred Tax Asset / (Liabilities)		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	On account of difference between depreciation as per books and Income Tax	84,729	(2,421,023)
	On account of timing differences	7,744,909	-
	Total	**7,829,638**	**(2,421,023)**

Note : 6 Long Term Provisions		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Provision for Employee Benefits		
	Gratuity	4,638,645	2,042,895
	Compensated Absences	77,736	693,180
	Total	**4,716,381**	**2,736,075**

Note : 7 Short Term Borrowings		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Secured Loans - Refer Note		
	Cash Credit Facility from a Bank	78,900,014	29,993,405
	Unsecured		
	Loan from a Bank	11,897,928	-
	Total	**90,797,942**	**29,993,405**

Note

Terms & Conditions

1. Secured by hypothication of Bookdebts, lean on fixed deposits
2. personal guarentees of Directors of the Company
3. Rate of Interest is 13.4% (Presently)

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 8 Trade Payables		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Trade Payables other than Acceptances *	41,377,072	14,007,165
	Total	**41,377,072**	**14,007,165**

*'Dues to Micro and Small Scale Enterprises - Rs.Nil

Note : 9 Other Current Liabilities		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Current Maturities of Long Term Debt	1,618,855	2,116,522
	Advance From Customers	3,944,247	2,240,094
	Advance from Related Parties	11,405	11,405
	Interest accrued	-	1,634,744
	Other Current Liabilities	1,208,293	1,827,327
	Statutory Liabilities	89,712,395	68,097,525
	Book Overdraft	3,968,691	-
	Payable to Employees	8,457,042	4,880,332
	Total	**108,920,928**	**80,807,949**

Note : 10 Short Term Provisions		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Gratuity	199,605	1,500,000
	Compensated Absences	3,288,713	450,000
	Total	**3,488,318**	**1,950,000**

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note 11
Fixed Assets

		GROSS BLOCK				DEPRECIATION				Net Block	
S.No.	PARTICULARS	As At 1st April 2014	Additions	Deletions/ Adjuments	As at 31st March, 2015	As At 1st April 2014	Depreciation for the year	Deletions/ Adjustments	As At Mar 2015	As At Mar 2015	As At Mar 2014
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Tangible Assets											
1	Computer - Hardware	37,504,575	3,196,100	-	40,700,675	24,957,085	9,318,410	-	34,275,495	6,425,180	12,547,490
2	AC's/UPS/Stabilisers	2,961,184	3,179,608	-	6,140,792	230,879	945,414	-	1,176,293	4,964,499	2,730,305
3	Electrical Items	4,080,861	-	-	4,080,861	86,043	398,366	-	484,409	3,596,452	3,994,818
4	Office Equipment	3,191,653	732,032	-	3,923,685	824,790	1,359,247	-	2,184,037	1,739,648	2,366,863
5	Audio & Video Systems	197,000	-	-	197,000	133,705	22,934	-	156,639	40,361	63,295
6	Furniture & Fixtures	17,197,425	1,355,000	3,080,693	15,471,732	2,296,032	2,065,741	799,784	3,561,989	11,909,743	14,901,393
7	Vehicles	14,158,376	3,182,107	350,000	16,990,483	4,558,588	2,421,133	101,766	6,877,955	10,112,528	9,599,788
	Total	**79,291,074**	**11,644,847**	**3,430,693**	**87,505,228**	**33,087,122**	**16,531,245**	**901,550**	**48,716,817**	**38,788,411**	**46,203,952**
Intangible Assets											
1	Computer - Software	15,758,073	-	-	15,758,073	11,607,792	2,185,485	-	13,793,276	1,964,797	4,150,282
	Total	**15,758,073**	**-**	**-**	**15,758,073**	**11,607,792**	**2,185,485**	**-**	**13,793,276**	**1,964,797**	**4,150,282**
	Grand Total	**95,049,147**	**11,644,847**	**3,430,693**	**103,263,301**	**44,694,914**	**18,716,729**	**901,550**	**62,510,093**	**40,753,208**	**50,354,234**
	Previous Year	77,127,609	21,403,875	3,482,337	95,049,147	37,360,491	8,839,901	1,505,478	44,694,914	-	-

Note:
Depreciation for the year includes an amount of RS.34,03,863/- (P.Y. Rs. NIL) pertaining to the life of Assets prescribed in Schedule II of Companies Act, 2013, which have been expired at the beginning of the year and the said amount has been adjusted against the Balance in Statement of Profit and Loss at the begining of the Year

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note : 12 Non Current Investment		Amount in Rs.			
S.no.	Particulars		As At 31-Mar-2015		As At 31-Mar-2014
	Investment in Equity Instruments				
	Investments in Associates				
	Learnsmart India Pvt Ltd. (Unquoted)				
	505,000 Equity shares of Rs.10 each		5,050,000		5,050,000
	Pressmart Media Ltd. (Unquoted)				
	5,257,924 Equity shares of Rs.10 each		67,199,710		67,199,710
	Other Investments				
	Many Futures Inc. (Unquoted)				
	497,669 Equity Shares @ US $ 1 each	2,269,868		22,698,683	
	Less: Amount Written Off	-		20,428,815	
	Less: Provision for Diminution in Value	2,247,169	22,699	2,247,169	22,699
	Hypersoft Technologies Limited (Unquoted)				
	100,000 Equity Shares of Rs.10 each	1,500,000		1,500,000	
	Less: Provision for Diminution in Value	1,485,000	15,000	1,485,000	15,000
	Total		**72,287,409**		**72,287,409**

Note : 13 Long Term Loans and Advances (Unsecured Considered Good)		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Security Deposits	13,393,467	8,218,385
	Advance Tax (Net)	37,659,720	44,584,536
	MAT Credit Entitlement	-	5,076,113
	Total	**51,053,187**	**57,879,034**

Note : 14 Trade Recievables (Unsecured Considered Good)		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Outstanding for more than six months from the date they become due	48,364,591	51,548,318
	Others	163,174,895	51,545,363
	Total	**211,539,486**	**103,093,681**

Note : 15 Cash & Cash Equivalent		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Cash on Hand	11,966	30,790
	Balances with Banks		
	-In Current Accounts with Banks	63,146	135,182
	- EEFC Account	2,489	-
	Sub Total (A)	**77,601**	**165,972**
	Other Bank Balances		
	In Deposit a/c - Held as Security for the Loan	34,089,991	17,794,939
	Sub Total (B)	**34,089,991**	**17,794,939**
	Total [A + B]	**34,167,592**	**17,960,911**

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2015

Note :16 Short Terms Loans and Advances (Unsecured Considered Good)		Amount in Rs.	
S.no.	Particulars	As At 31-Mar-2015	As At 31-Mar-2014
	Loans & Advances to related parties	34,253,574	33,990,048
	Advance to Suppliers	8,640,362	3,769,963
	Deposits	7,707,196	15,548,596
	Advances to employees	2,393,034	1,387,839
	Balances with Government Authorities	121,407	-
	Prepaid Expenses	744,191	2,515,216
	Others	4,435,274	5,137,288
	Total	**58,295,038**	**62,348,950**

Note : 17 Other Current Assets		Amount in Rs.	
S.no.	*Particulars*	As At 31-Mar-2015	As At 31-Mar-2014
	Unbilled Revenue	53,936,958	50,218,967
	Total	**53,936,958**	**50,218,967**

Notes Forming Integral Part of the Statement of Profit And Loss for the year ended 31st March, 2015

Note : 18 Revenue from Operations		Amount in Rs.	
S. No	Particulars	Year Ended 31-03-2015	Year Ended 31-03-2014
	Export Sales		
	Projects - Consultancy Services	146,481,519	275,368,304
	Projects - Off Shore	120,153,768	17,847,061
	Referral Fees	2,599,224	3,828,363
		269,234,511	**297,043,728**
	Domestic Sales		
	Consultancy Services	2,256,856	7,090,476
	Projects - Off Shore	23,782,381	11,735,450
	Projects - Onsite Consultancy Services	122,886,974	151,134,970
	Sale of Licences	10,053,580	-
		158,979,791	**169,960,896**
	Total	**428,214,302**	**467,004,624**

Note : 19 Other Income		Amount in Rs.	
S. No	Particulars	Year Ended 31-03-2015	Year Ended 31-03-2014
	Exchange Fluctuation Gain (Net of Loss)	-	6,607,392
	Interest on Bank FD	2,024,896	778,791
	Misc. Income	2,052,651	121,130
	Interest on IT Refund	1,646,124	878,964
	Total	**5,723,671**	**8,386,277**

Notes Forming Integral Part of the Statement of Profit And Loss for the year ended 31st March, 2015

Note : 20 Work Execution Expenses		**Amount in Rs.**	
S. No	**Particulars**	**Year Ended 31-03-2015**	**Year Ended 31-03-2014**
	Cost of SF / CRM Licenses purchased - (Resale / Own Use)	8,064,478	16,917,076
	Software - Technical Fee	48,141,069	26,354,601
	Total	**56,205,547**	**43,271,677**

Note : 21 Decrease/(Increase) in Inventories		**Amount in Rs.**	
S. No	**Particulars**	**Year Ended 31-03-2015**	**Year Ended 31-03-2014**
	Work in Progress		
	Opening Balance	-	10,112,569
	Less: Closing Balance	-	-
	Total	**-**	**10,112,569**

Note : 22 Employement Benefits Expense		**Amount in Rs.**	
S. No	**Particulars**	**Year Ended 31-03-2015**	**Year Ended 31-03-2014**
	Salaries	203,652,333	278,426,110
	Staff Welfare	3,842,760	2,191,706
	Contribution to Provident & other Funds	15,935,231	14,661,448
	Directors Remuneration	731,196	850,012
	Total	**224,161,520**	**296,129,276**

Note :23 Finance Costs		**Amount in Rs.**	
S. No	**Particulars**	**Year Ended 31-03-2015**	**Year Ended 31-03-2014**
	Interest on Unsecured Loans	776,568	3,473,291
	Interest on Vehicle Loans	566,359	586,010
	Interest on Bank Working Capital Loan	6,226,894	2,299,745
	Bank & Other Finance Charges	1,032,046	406,041
	Total	**8,601,867**	**6,765,087**

Notes Forming Integral Part of the Statement of Profit And Loss for the year ended 31st March, 2015

Note : 24 Other Expenses		**Amount in Rs.**	
S. No	**Particulars**	**Year Ended 31-03-2015**	**Year Ended 31-03-2014**
	Director's Sitting Fee	180,000	132,000
	Donations	-	18,350
	Insurance	1,742,748	1,702,315
	Printing & Stationery	225,457	333,215
	Rent	17,271,731	14,685,532
	Rates & Taxes	584,676	1,402,906
	Communication Expenses	3,993,758	5,433,298
	Travelling Expenses	16,845,667	16,012,913
	Business Promotion	488,988	4,737,364
	Electricity, Water & Diesel Charges	5,252,540	5,531,043
	Legal, Professional & Consultancy Fee - Ref.Note.34	50,273,732	4,207,552
	Recruitment & Training Expenses	1,358,757	6,288,137
	Repairs & Maintenance	15,641,455	8,908,119
	Bad debts	-	1,566,214
	Foreign Exchange Variation Loss - Net	491,775	-
	Interest on Delayed Payment of Taxes	7,956,307	5,207,693
	Miscellaneous Expenses	1,194,294	948,342
	Total	**123,501,885**	**77,114,993**

Note : 25 Exceptional Items		**Amount in Rs.**	
S. No	**Particulars**	**Year Ended 31-03-2015**	**Year Ended 31-03-2014**
	Prior Period Items	-	3,248,448
	Profit / (Loss) on sale of Fixed Assets	-	(1,073,125)
	Total	**-**	**2,175,323**

Notes attached to and forming part of Financial Statements for the year ended with March 31, 2015

Note: 26

Earnings per Share:

The following is computation of earnings per share and a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share.

Particulars	**For the Year ended March 31, 2015**	**For the Year ended March 31, 2014**
Earnings for earning per share (Net Loss for the year) (Rs.)	5,605,785	32,175,685
Weighted average number of equity shares	17,546,167	17,546,167
Basic / Diluted Earning per share	**0.32**	**1.83**

Note: 27

Balances shown in Trade Receivables, Trade Payables, Loans & Advances are subject to confirmation and reconciliations, if any.

Note: 28

The Company is engaged in only one Business Segment i.e. Software Services. The geographical break up of sales for the period (Gross) Inland Rs.15,89,79,791 and export Rs. 26,92,34,511/-

(P.Y. 15,99,60,896/- and export Rs. 29,70,43,728/-).

Note: 29

Contingent Liabilities

Particulars	As at 31-03-2015	As at 31-03-2014
	Rs.	Rs.
Bank Gauarantees	3,565,000	-
Total	**3,565,000**	-

Note: 30

Earnings in Foreign Exchange

Particulars	For the year ended 31-03-2015	For the year ended 31-03-2014
	Rs.	Rs.
FOB Value of Exports (Services)	269,234,511	297,043,728
Total	**269,234,511**	**297,043,728**

Note: 31

Expenditure in Foreign Exchange

Particulars	For the year ended 31-03-2015	For the year ended 31-03-2014
	Rs.	Rs.
Travelling , Conveyance & Other Expenditure	8,116,029	11,668,692
Total	**8,116,029**	**11,668,692**

Note: 32

Unhedged Foreign Currency Exposure

Particulars	Foreign Currency	As at 31-03-2015	As at 31-03-2014
Trade Receivables	USD	21,85,408 (INR 13,53,77,410)	7,22,099 (INR 4,33,98,196)
	SGD	39,910 (INR 17,99,415)	-
	EURO	4,273 (INR 2,47,986)	2,815 (INR 2,32,463)

Note: 33

Depreciation for the year includes an amount of RS.34,03,863/- (P.Y. Rs. NIL) pertaining to the life of, Assets prescribed in Schedule II of Companies Act, 2013, which have been expired at the beginning of the year and the said amount has been adjusted against the Balance in Statement of Profit and Loss at the begining of the Year.

Note: 34

Payments to Auditors

Particulars	For the year ended 31-03-2015	For the year ended 31-03-2014
	Rs.	Rs.
Statutory Audit Fee (Net of Service Tax)	300,000	300,000
Tax Audit Fee (Net of Service Tax)	250,000	-
Total	**550,000**	**300,000**

Note: 35

Gratutity and Leave Encashment

Gratuity is payable to all eligible employees of the company on superannuation, death and permanent disablement in terms of proivsions of the Payment of Gratuity Act or as per the company's scheme whichever is more beneficial. Benefit would be paid at the time of seperation based on the last drawn base salary.

Leave Encashment is payable to all elegible employees of the company at the time of seperation from the company.

Details of Amounts Recognised in Statement of Profit & Loss for the year ended 31st March, 2015

I) Gratuity of Rs. 22,71,257/- (P.Y. Rs. 26,18,126/)

ii) Compensated Absences of Rs. 40,13,725/- (P.Y. Rs.58,11,097/-)

Outstnaidng Provisions of Gratuity and Compensated Absences (Leave Encashment) as at 31st March, 2015

i) Provision for Compensated Absences (Leave Encashment) Rs. 33,66,449/- (P.Y. Rs. 11,43,180/-)

ii) Provision for Gratuity Rs. 48,38,250/- (P.Y. Rs. 35,42,895/-)

The principal assumptions used in determining gratuity and leave encashment benefit obligations for the Company's plans are shown below:

	2014-15		2013-14	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Discount Rate	8.00%	8.00%	9.00%	9.00%
Employee Turnover	8%	8%	8.91	8.91%
Mortality	LIC (2006-08)	LIC (2006-08)	LIC (2006-08)	LIC (2006-08)

Note: 36

Related Party Disclosures

Holding Company : Bodhtree Solutions Inc

Fellow Subsidiaries : Bodhtree Consulting PTE Limited
: Bodhtree Solutions PTE Limited

Associates : Pressmart Media Limited
: Learnsmart (India) Private Limited

Key Management Personnel : Mr. Pal Natarajan, Managing Director (Upto 24-01-2015)
Enterprises controlled or significantly influenced by individual / relatives: : Mr. L.N.Ramakrishna, Managing Director (Wef 24-01-2015)

Transactions with Related Parties

Particulars	2014-15	2013-14
	Rs.	Rs.
Sales		
- Bodhtree Solutions Inc	137,101,450	209,040,218
- Bodhtree Consulting PTE Limited	3,336,100	-
- Bodhtree Solutions PTE Limited	10,788,300	-
Managerial Remuneration		
- Pal Natarajan - Managing Director (upto 24-01-2015)	166,680	850,012
- L.N. Ramakrishna - Managing Director (Wef 24-01-2015) Chief Financial Officer (upto 24-01-2015)	30,000,00	-
- K. Prabhakar Rao - Chief Financial Office (Wef 14-02-2015)	119,594	-
Reimbursement of Expenses		
- Bodhtree Solutions Inc	11,161,465	11,126,779
Balances outstanding at the end of the year		
Debit Balances		
- Bodhtree Solutions Inc	23,578,935	27,436,926
- Learnsmart (India) Private Limited	35,896,312	35,896,312
Credit Balances		
- Pressmart Media Limited	11,405	11,405
Investments	**72,249,710**	**72,249,710**
- Pressmart Media Limited	67,199,710	67,199,710
- Learnsmart (India) Private Limited	5,050,000	5,050,000

Note: 37

Previous year figures have been regrouped / re arranged / re-classified wherever considered necessary to conform to the classification of the current year.

For Nisar & Kumar
Chartered Accountants
Firm Regn. No: 127820W

For and on behalf of the Board

Sd/-
T.N.V.Visweswara Rao
Partner
M.No. 204084

Sd/-
L.N. Ramakrishna
Managing Director

Sd/-
K. Rajesh
Director

Place: Hyderabad
Date: 30/05/2015

Sd/-
Prabhakar Rao Kallur
Chief Financial Officer

Sd/-
G. Pushkarini
Company Secretary

BODHTREE CONSULTING LIMITED

CIN:L74140TG1982PLC040516
Registered Office: Block “A”, Wing “2”, Level-6, Cyber Gateway, Madhapur, Hyderabad, Telangana-500081
•E-mail: cosecy@bodhtree.com •Website:www.bodhtree.com

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING
(To be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Bodhtree Consulting Limited.

I hereby record my presence at the 33rd Annual General Meeting of the Shareholders of Bodhtree Consulting Limited on Wednesday the 30th day of September, 2015 at 4.00 P.M. at **Best Western Jubilee Ridge**, Plot No. 38 & 39, Kavuri Hills, Next to Hi-tech city, Madhapur, Hyderabad, Telangana 500034 INDIA,

DP ID*	**Regd. Folio No.**
Client ID*	**No. of Shares**

*Applicable if shares are held in electronic form.

Name & Address of Member

Signature of Shareholder/Proxy/
Representative (Please Specify)

NOTES

BODHTREE CONSULTING LIMITED

CIN:L74140TG1982PLC040516
Registered Office: Block "A", Wing "2", Level-6, Cyber Gateway, Madhapur, Hyderabad, Telangana-500081
●E-mail: cosecy@bodhtree.com ●Website:www.bodhtree.com

Form No. MGT-11
Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

CIN	**L74140TG1982PLC040516**		
Name of the Company	**BODHTREE CONSULTING LIMITED**		
Registered Office	**Block "A", Wing "2", Level-6, Cyber Gateway, Madhapur, Hyderabad, Telangana-500081**		
Name of the member(s)			
Registered Address			
E/mail Id			
Folio No./Client ID		**DP ID**	

I/We, being the Member(s) of___________shares of **Bodhtree Consulting Limited**, here by appoint

(1) Name: ______________________ Address: ______________________

____

E-mailID: ______________________ Signature: ______________________ ,or failing him

(2) Name: ______________________ Address: ______________________

____

E-mailID: ______________________ Signature: ______________________ ,or failing him

(3) Name: ______________________ Address: ______________________

____

E-mailID: ______________________ Signature: ______________________ ,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our be half at the 33rd Annual General Meeting (AGM) of the Company to be held on Wednesday, the 30th day of September,2015,at4.00 p.m. at **Best Western Jubilee Ridge**, Plot No. 38 & 39, Kavuri Hills, Next to Hi-tech city, Madhapur, Hyderabad, Telangana 500034 INDIA, and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution Number	**Description**	**Optional (√)**	
		For	**Against**
Ordinary Business			
1	Adoption of Accounts for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors there on.		
2	Appointment of Mr.Sanjiv Gupta, director, who retires by rotation and being eligible offers him self for re-appointment.		
3	Ratification of appointment of Auditors .		
Special Business			
4	Regularization of additional director Mr.Ramakrishna L.N.		
5	Appointment of Mr.Ramakrishna L.N. as Managing Director.		
6	Regularization of additional director Mr.Muthukrishnan Swaminathan		
7	Appointment of Mr Muthukrishnan Swaminathan as an Independent Director		
8	Increase of Authorised Share Capital of the Company		
9	Issue of Compulsorily Convertible Preference Shares on preferential basis		
10	Approval for Adoption of new set of Articles of the Company		
11	Approval of Related Party Transactions		

Signed this____________________day of __________2015. Signature of share holder :__________________

Affix Revenue Stamp

NOTE : This form of proxy, in order to be effective, should be duly completed and deposited at Stamp the Registered Office of the Company not less than 48 hours before the commencement of the AGM i.e. by 4.00 p.m. on Monday, the 28th day of September, 2015.

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Vision

We want to be the most admired company for our Employees, Partners and Customers.

Mission

Enabling technology that helps our customers build a global, secure and scalable enterprise.

Bodhtree Consulting Limited
Block "A", Wing "2", Level 6,
Cyber Gateway, Madhapur,
Hyderabad - 500081
India

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