

**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

Date: 20 Sep, 2018

To  
**Listing Compliance Department**  
**M/s. BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400 001

Dear Sir/Madam,

**Sub:** Submission of 36<sup>th</sup> Annual Report  
**Ref:** Scrip Code. BODHTREE / 539122

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the 36<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, the 20<sup>th</sup> day of September, 2018 at 09.30 A.M. approved and adopted the enclosed 36<sup>th</sup> Annual Report of the Company.

We request to take the same on your record.

Thanking you

Yours truly

**For Bodhtree Consulting Limited**

  
**Srikanth Reddy Kolli**  
**Company Secretary**

Encl: A/a



  
**Bodhtree**



**36<sup>th</sup>**  
**Annual**  
**Report**  
**2017-2018**



[www.bodhtree.com](http://www.bodhtree.com)

**CORPORATE INFORMATION****Board of Directors**

Mr. L N Rama Krishna (DIN. 03623543)  
Mr. Sanjiv Gupta (DIN. 00233040)  
Mrs. L Muneashwari (DIN. 07219454)  
Mr. Katragadda Rajesh (DIN. 02727491)  
Mr. Muthukrishnan Swaminathan (DIN. 00339373)

Managing Director  
Non-executive Director  
Non-executive Director  
Independent Director  
Independent Director

Mr. Krishnan Jayaraman (DIN. 07277651)  
Mr. K Srinivasa Rao (DIN. 07655081)

Director (Vacated the office u/s. 167(1)(b) w.e.f. 11 May, 2017)  
Additional Director (Resigned w.e.f. 25 May, 2017)

**Chief Financial Officer**

Mr. Prabhakar Rao Kallur

**Company Secretary**

Mr. CS Srikanth Reddy Kolli

**Bankers**

HDFC Bank Ltd  
Indian Overseas Bank

**Registered Office**

Block "A", Wing "2", Level -6, Cyber Gateway,  
HITEC City, Madhapur, Hyderabad- 500 081  
Telangana, INDIA.  
Phones: +91-40-66222333  
Fax: + 91-40-66222444  
Email: cosecy@bodhtree.com  
Website: [www.bodhtree.com](http://www.bodhtree.com)  
CIN: L74140TG1982PLC040516

**Registrar & Share Transfer Agents**

Venture Capital and Corporate Investments  
Private Limited ,  
12-10-167,Bharatnagar,  
Hyderabad-500018  
Ph: 040-23818475/476,  
Fax: 040-23868024  
Email: [info@vccilindia.com](mailto:info@vccilindia.com)

**Statutory Auditors**

M/s. N K R & Co, 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

**Listed with**

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

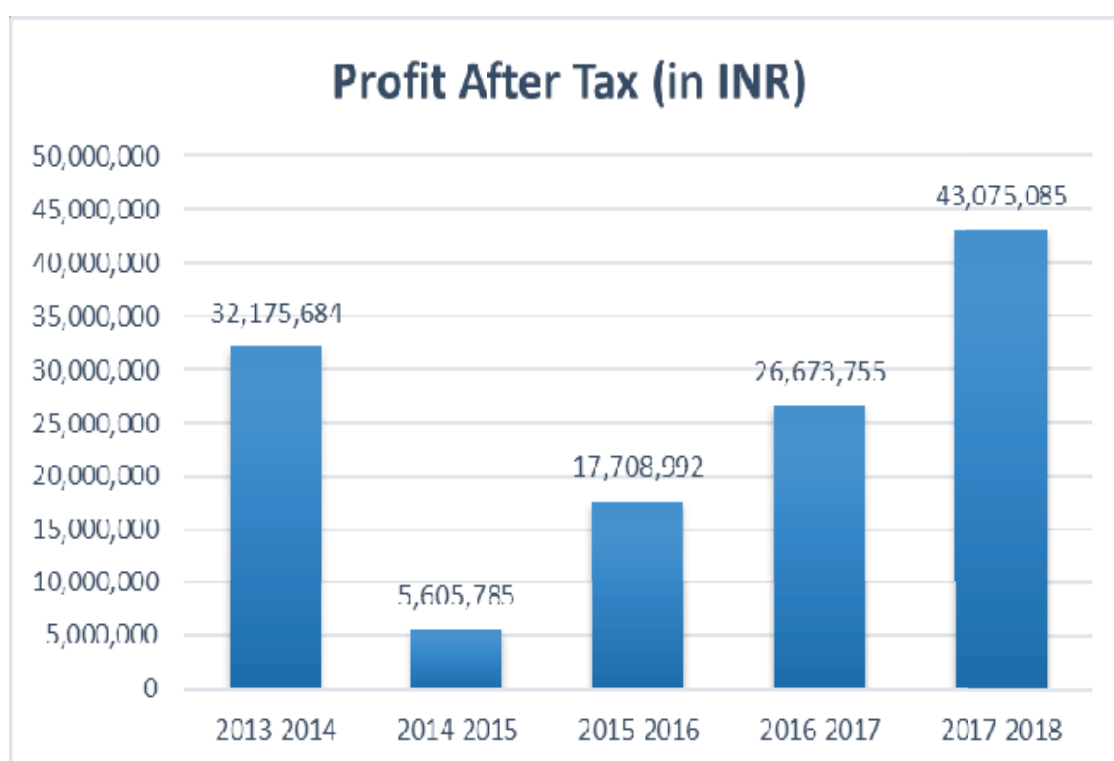
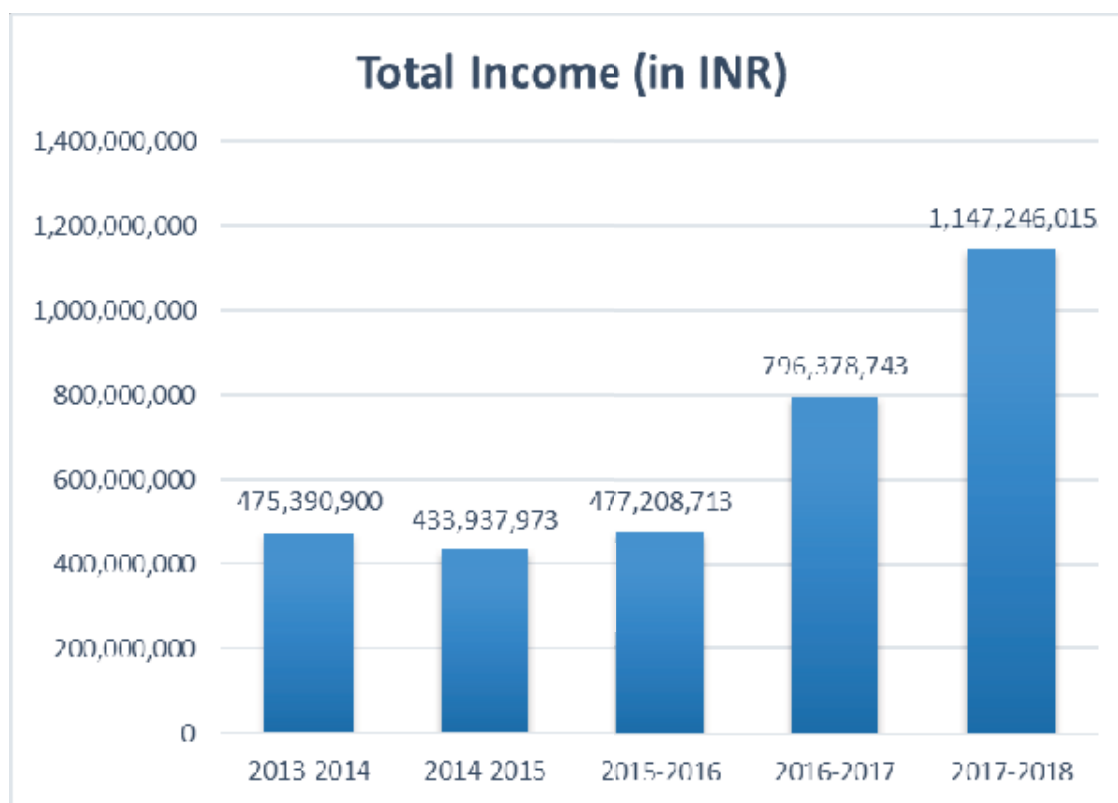
**BOARD COMMITTEES**

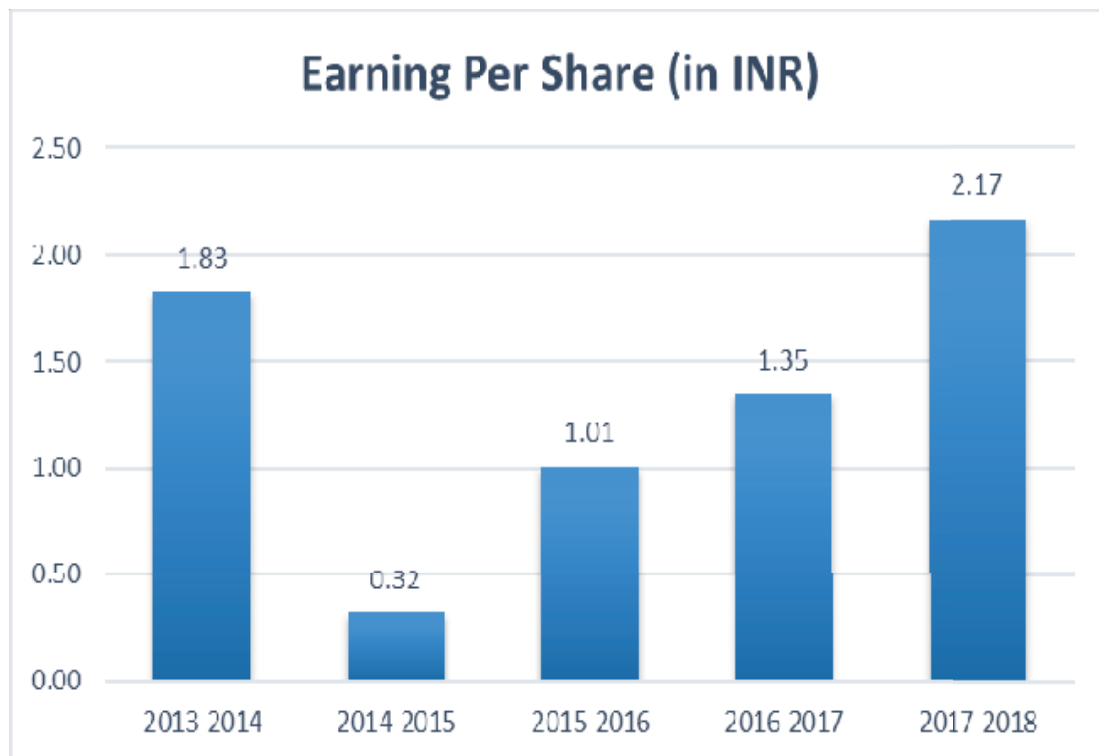
<b>Audit Committee</b>	Mr Katragadda Rajesh	- Chairman
	Mrs L Muneashwari	- Member
	Mr Muthukrishnan	- Member
	Swaminathan	

<b>Stakeholders</b>	Mr Katragadda Rajesh	- Chairman
<b>Relationship Committee</b>	Mrs L Muneashwari	- Member
	Mr Muthukrishnan	- Member
	Swaminathan	

<b>Nomination and</b>	Mr Katragadda Rajesh	- Chairman
<b>Remuneration</b>	Mrs L Muneashwari	- Member
<b>Committee</b>	Mr Sanjiv Gupta	- Member

<b>Risk Management Committee</b>	Mr Katragadda Rajesh	- Chairman
	Mrs L Muneashwari	- Member
	Mr Muthukrishnan	- Member
	Swaminathan	

**PERFORMANCE BY NUMBERS**



## **NOTICE**

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at **Crystal-I, Radisson**, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032 on **Thursday**, the **20<sup>th</sup> day of September, 2018** at **09.30 A.M.** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended 31 March, 2018, together with the Reports of Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2018, together with the Report of Auditors thereon.

2. To declare a Final Dividend on Equity Shares for the Financial Year 2017-18.  
To consider and if deemed fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** a Dividend of Re. 0.75 (7.5%) per share recommended by the Board of Directors of the Company on 30 May, 2018 be and is hereby approved as Final Dividend for the year ended 31 March, 2018."

3. To appoint a Director in place of Mrs. Lakkimsetti Muneashwari (DIN: 07219454) who retires by rotation and being eligible, offers herself for re-appointment.

4. Ratification of Appointment of Auditors  
To consider and, if deemed fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Company (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee, the Company hereby ratifies the appointment of M/s. N K R & Co., Chartered Accountants (Firm Registration No. 127820W), (previous name of audit firm was M/s. Nisar & Kumar) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirty-seventh AGM of the Company to be held in the year 2019 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### **SPECIAL BUSINESS:**

5. **Preferential Issue of Warrants Convertible into Fully Paid-Up Equity Shares:**

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 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with the

Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreements entered into by the Company with the Stock exchanges, where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Government, Reserve Bank of India, Stock Exchanges, SEBI, banks, financial institutions, and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time ("Concerned Authorities") in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to the consent and approval of the Members of Company be and is hereby accorded to the Board to create, offer, issue and allot upto 15,00,000 fully convertible warrants convertible into equity shares of face value of Re. 10/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of Rs. 90/- per Warrant (including a premium of Rs. 80/-) aggregating upto Rs. 13.50 crores or such other higher price and value, as may be arrived at in accordance with Chapter VII of the SEBI ICDR Regulations, being not less than the price determined in accordance with Chapter VII of the SEBI ICDR Regulations to the below mentioned person ("Allottee") through preferential issue, in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards. Each Warrant shall be convertible into 1 (one) equity share of nominal value of Re.10/- each.

Sl No	Name of the Allottee	Address	PAN	No. of Warrants to be allotted	Category	Nature of person who is ultimate beneficial owner*	Allottee is QIB/ FI/ Trust/ Bank
1	Mr. Sudhakar Pennam	817 La Cima, Irving TX , USA 75039	BLGPP3189M	10,00,000	Non-Promoter	NA	No
2	M/s. Kepler Information Systems Pvt Ltd	2nd Floor, Jothi Celesta, Plot No. 66, Block B, Kavuri Hills, Jubilee Hills,	AAECK5818R	5,00,000	Non-Promoter	Individual	No



		Hyderabad TG 500033					
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*\*Further information regarding ultimate beneficial owners of proposed allottees detailed in the explanatory statement forming part of this notice.*

Without prejudice to the generality of the above, the aforesaid issue of warrants shall be on the following terms:

1. An amount equivalent to 25% of the issue price of the Warrants shall be payable at the time of subscription and allotment of the Warrant. The balance 75% of the issue price shall be payable by the Allottee upon exercise of the entitlement attached to warrant(s) to subscribe for Equity share(s). The amount paid against Warrants shall be adjusted/ set off against the issue price of the resultant equity shares.
2. If the entitlement against Warrants to apply for the equity shares is not exercised within eighteen months from the date of issue of Warrants, the entitlement of the Allottee to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.

**FURTHER THAT** the relevant date for the purpose of determination of the issue price of securities, under chapter VII of the SEBI ICDR Regulations be fixed as Monday, 20th August, 2018 being 30 days prior to the date of 36<sup>th</sup> Annual General Meeting i.e. Thursday, 20<sup>th</sup> September, 2018 (Deemed date of passing of this resolution by Members of the Company).

**FURTHER THAT** since the equity shares of the Company are frequently traded, the issue price shall be calculated in accordance with the provisions of chapter VII of SEBI ICDR Regulations.

**FURTHER THAT** the equity shares to be allotted pursuant to conversion of Warrants shall be in dematerialised form and the equity shares to be issued upon exercise of option by warrants holders shall rank pari passu with the existing equity shares of the Company in all respects, including but not limited to dividend and they shall be subject to the provisions of the Memorandum and the Articles of Association of the Company.

**FURTHER THAT** the equity shares to be issued and allotted pursuant to conversion of Warrants to the Allottee shall be subject to lock-in, as specified in regulation 78(1) of Chapter VII of SEBI ICDR Regulations. The entire pre-issue shareholding of Allottee shall be under lock in from the relevant date up to a period of six months from the date of trading approval.

**FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitations, to issue and allot equity shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contract, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the Warrants and utilization of

proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decision of the Board shall be final, binding and conclusive in all respects.

**FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any committee of Directors or any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effects to the aforesaid resolution.”

## 6. Approval of Related Party Transactions:

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

**“RESOLVED THAT** in supersession of earlier resolution no. 5 of 34<sup>th</sup> AGM and pursuant to Reg. 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 the below mentioned related parties during every financial year commencing after 31<sup>st</sup> March, 2018 up to maximum amount per financial year mentioned below, for a period of 3 (three) years.

S. No.	Name of the Related Party	Nature of Transactions	Max. Amount per financial year	Price
1	M/s. Bodhtree Solutions Inc., USA	Sales/Export/ Import of Services/Advance/Loan	100 Cr.	Arm’s length price
2.	M/s. Bodhtree Human Capital Private Limited	Availing/ Rendering of Services/Loan/Advance	25 Cr.	Arm’s length price
3.	M/s. Bodhtree Solutions Pte Ltd, Singapore	Sales/Export/ Import of Services/Loan/Advance	50 Cr.	Arm’s length price
4.	M/s. Bodhtree Technologies Pte Ltd, Singapore	Sales/Export/ Import of Services/Loan/Advance	50 Cr.	Arm’s length price
5.	M/s. Bodhtree Consulting LLC, USA	Sales/Export/ Import of Services/Loan/Advance	100 Cr.	Arm’s length price
6.	M/s. Kepler Information	Availing/ Rendering of Services/Loan/Advance	50 Cr.	Arm’s length price

	Systems Pvt Ltd			
7.	M/s. Sreeven Infocom Ltd	Availing/ Rendering of Services/Loan/Advance	50 Cr.	Arm's length price
8.	M/s. Skyline Ventures India Ltd	Availing/ Rendering of Services/Loan/Advance	50 Cr.	Arm's length price
9.	M/s. Pressmart Media Limited	Advance/Loan/Services	30 Cr.	Arm's length price
10.	M/s. Learnsmart (India) Pvt Ltd	Advance/Loan/Services	30 Cr.	Arm's length price
11.	Key Managerial Personnel	Managerial Remuneration	Within the limits approved by the board / members	--
12.	Others	Unforeseen	Up to Rs.30 Cr. per transaction	Arm's length price

**FURTHER THAT** the Board be and is hereby authorized to negotiate and settle the terms and conditions of related party transactions and all other 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, applications, 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."

**7. Approval of the limits for the Loan(s) and Investment(s) by the Company in terms of the provisions Section 186 of the Companies Act, 2013:**

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

**"RESOLVED THAT** in supersession of earlier resolution no. 10 of 34<sup>th</sup> AGM and pursuant to the provisions of Section 186(3) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to give any loan to any other body corporate(s) / person (s); give any guarantee or provide security in connection with a loan to any other body corporate(s) / person (s); and/or acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**FURTHER THAT** in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

**FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Place: Hyderabad  
Date: 20 Aug, 2018

**L N Rama Krishna**  
Managing Director  
DIN: 03623543

**Notes:**

1. **A member entitled to attend and vote at this Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the AGM is annexed hereto.
3. Pursuant to the provisions of Section 124 of the Companies Act 2013, the Details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer to the Investor Education and Protection Fund. The seven year period of "Unpaid and Unclaimed dividend for the year 2016-117" which amounts to Rs. 11,49,066/- (Rupees Eleven Lakhs Forty Nine Thousand and Sixty Six only) expires on 26 August, 2024 and the same will be transferred to the "Investor Education and Protection Fund".
4. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited ("Venture Capital") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.
5. Members/proxies/authorized representatives are requested to bring their copies of Annual Report and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Annual Reports will not be provided at the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
7. The Register of Members and Share Transfer books of the Company will remain closed from **12 September 2018 to 20 September 2018 (both days inclusive)** for the purpose of the Final Dividend and 36<sup>th</sup> AGM.
8. The International Securities Identification Number (ISIN) allotted to the Company's equity shares is **INE104F01011**. Trading in the equity shares of the Company through Stock Exchanges was made compulsory in dematerialized form. Shareholders are advised to open demat accounts with any of the Depository Participants (DPs) of their choice registered with NSDL and CDSL and convert their physical holding into electronic holding.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they

are maintaining their demat accounts, so as to enable the Company to dispatch dividend warrants to their correct address. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to the Company / Registrar and Share Transfer Agents, M/s Venture Capital and Corporate Investments Private Limited (VCC IPL). Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.

10. Non-Resident Indian Members are requested to inform VCC IPL, immediately of:
  - a. Change in their residential status on return to India for permanent settlement
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
11. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
12. All relevant documents referred in the accompanying Notice and explanatory statement are open for inspection to the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to VCC IPL.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with VCC IPL/Depository Participant to enable the Company to send communications electronically.
15. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. Members may also note that the Notice of the 36<sup>th</sup> AGM and the Annual Report 2017-18 will be available on the Company's website, [www.bodhtree.com](http://www.bodhtree.com). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members desiring any information as regards accounts are requested to write to the Company to: [cosecy@bodhtree.com](mailto:cosecy@bodhtree.com), at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
17. Pursuant to the requirement under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be re-appointed / appointed is given in **Annexure – D** to the notice.
18. **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 voting.

#### A) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing Members a facility to exercise their right to vote at the Physical Ballot 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](http://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:

<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
<b>DOB#</b>	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.
<b>DIVIDEND BANK DETAILS</b>	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 Rama with sequence number 1 then enter RA00000001 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 **EVS** 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.
- I. The voting period begins on **17-09-2018 (9.00 AM) and ends on 19-09-2018 (5.00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as of **11-09-2018 (i.e., the cut-off date)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. 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](http://www.evotingindia.co.in) under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- III. 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 **11-09-2018**.
- IV. **Shri 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](http://www.bodhtree.com) and be communicated to the Stock Exchanges where the Company is listed, viz. M/s. BSE Ltd.
- III. Members may address any query to Mr. K. Srikanth Reddy, Company Secretary at the Registered Office of the Company, Tel. No.040-66222333, e-mail address: [cosecy@bodhtree.com](mailto:cosecy@bodhtree.com), Website: [www.bodhtree.com](http://www.bodhtree.com).

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

Place: Hyderabad  
Date: 20 Aug, 2018

**L N Rama Krishna**  
Managing Director  
DIN: 03623543

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 5**

Preferential Issue of Warrants Convertible in to Fully Paid-Up Equity Shares:

The Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 2018 approved the proposal to create, offer, issue and allot upto 15,00,000 fully convertible warrants convertible into equity shares of face value of Re. 10/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, for cash, at an exercise price of Rs. 90/- per Warrant (including a premium of Rs. 80/-) aggregating upto Rs. 13.50 crores or such other higher price and value, as may be arrived at in accordance with Chapter VII of the SEBI ICDR Regulations, being not less than the price determined in accordance with Chapter VII of SEBI ICDR Regulations, to M/s. Kepler Information Systems Private Limited and Mr. Sudhakar Pennam ("Allottee") ("Preferential Issue").

The relevant date for the purpose of determination of the issue price of securities, under chapter VII of the SEBI ICDR Regulations be fixed as Monday, 20<sup>th</sup> August, 2018 being 30 days prior to the date of 36<sup>th</sup> Annual General Meeting i.e. Thursday, 20<sup>th</sup> September, 2018 (Deemed date of passing of this resolution by Members of the Company).

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations and the Companies (Share Capital and Debentures) Rules, 2014 and any amended thereto for the Preferential Issue:

**1. Objects of the Preferential Issue and details of utilization of proceeds:**

The funds to be raised from the proposed Preferential Issue of Warrants and Equity Shares arising on exercising the right attached to the Warrants pursuant to this resolution will be utilized for working capital requirements, future expansion activities, potential acquisitions and general corporate purposes.

**2. Intention of the promoters/ directors/ key managerial personnel to subscribe to the offer:**

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

Mr. Rama Krishna L N, Managing Director of the company is interested in the proposed issue of convertible warrants as he is the promoter of M/s. Kepler Information Systems Pvt Ltd and a substantial shares holder.

Mrs. Muneashwari L, Director of the company is interested in the proposed issue of convertible warrants as she is the substantial shares holder of M/s. Kepler Information Systems Pvt Ltd.

No Warrants or Equity Shares are being offered to the Directors, Key Managerial Personnel or relatives of Directors/Key Managerial Personnel of the Company except as mentioned above.

**3. Basis on which the price has been arrived at along with report of the registered valuer:**

This is not applicable in the present case, since the Company is a listed company and its equity shares are frequently traded. However, it is agreed that the issue price shall not be less

than the price calculated in accordance with the provisions of chapter VII of SEBI ICDR Regulations, which will be based on price at the Stock Exchange, at which highest trading volume in respect of equity shares have been recorded.

#### 4. Terms of Issue of Warrants:

The Allottee(s) of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Allottee(s) upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Allottee(s) shall be entitled to exercise its right to subscribe for the equity shares in one or more tranches as and when it deems fit within the prescribed period of eighteen months. The Allottee(s) shall be required to pay the balance amount of 75% of the Issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Allottee(s), within the specified period of eighteen months as stipulated under regulation 75 of ICDR Regulations 2009, the entitlement of the Allottee(s) to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating Re. 10/- towards equity share capital and the balance amount paid against each warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

The equity shares to be issued upon exercise of option by Allottee(s) shall rank pari passu with the existing equity shares of the Company in all respect including but not limited to dividend, subject to lock-in as per requirements of SEBI ICDR Regulations and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

#### 5. Lock in period:

The equity shares to be issued and allotted pursuant to conversion of Warrants to the Allottee(s) shall be subject to lock-in, as specified in regulation 78(1) of Chapter VII of SEBI ICDR Regulations. The entire pre-issue shareholding of Allottee(s) shall be under lock in from the relevant date up to a period of six months from the date of trading approval.

#### 6. The class of person to whom the allotment is proposed to be made:

The details of Allottee are given as under:

Sl No	Name of the Allottee	Address	PAN	No. of Warrants to be allotted	Category
1	Sudhakar Pennam	817 La Cima, Irving TX , USA 75039	BLGPP3189M	10,00,000	Non-Promoter
2	M/s. Kepler Information Systems Pvt Ltd	2nd Floor, Jothi Celesta, Plot No. 66, Block B, Kavuri Hills, Jubilee Hills, Hyderabad TG	AAECK5818R	5,00,000	Non-Promoter

		500033			
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**7. Pre and Post Preferential Issue shareholding pattern:**

SL No	Category of Shareholder	Pre-issue		Post-Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoter and Promoter Group</b>				
1	Indian	1861600	9.33	1861600	8.68
2	Foreign	8000000	40.08	8000000	37.28
	<b>Total shareholding of Promoter and Promoter Group (A)</b>	<b>9861600</b>	<b>49.41</b>	<b>9861600</b>	<b>45.96</b>
<b>B</b>	<b>Public Shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds	0	0	0	0
(b)	Insurance Companies	0	0	0	0
(c)	Financial Institutions/ Banks	100000	0.50	100000	0.47
(d)	Venture Capital Funds	0	0	0	0
(e)	Foreign Portfolio Investors/FII's	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>100000</b>	<b>0.50</b>	<b>100000</b>	<b>0.47</b>
<b>2</b>	<b>Non-Institutions</b>				
(a)	Bodies Corporate	2564675	12.85	3064675	14.28
(b)	Individuals	5805164	29.09	6805164	31.71
(c)	NRI	634662	3.18	634662	2.96
(d)	Qualified Foreign Investor	0	0	0	0
(e)	Others	992135	4.97	992135	4.62
	<b>Sub-Total (B)(2)</b>	<b>9996636</b>	<b>50.09</b>	<b>11496636</b>	<b>53.57</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>10096636</b>	<b>50.59</b>	<b>11596636</b>	<b>54.04</b>
<b>C</b>	<b>Non Promoter Non Public</b>				
C1	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
C2	Shares held by Employee Trusts	0	0	0	
	<b>Sub Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total (A+B+C)</b>	<b>19958236</b>	<b>100.00</b>	<b>21458236</b>	<b>100.00</b>

**8. The identity of the natural persons, who are the ultimate beneficial owners of the Warrants proposed to be allotted and / or who ultimately control the Allottee are as follows:**

Identity of the proposed Allottee	Category	Pre Issue holding	% Shareholding	The maximum number of equity shares proposed to be allotted to Allottee post Conversion of Warrants	% Shareholding post conversion of Warrants into equity shares	Natural persons who are the ultimate beneficial owner of the shares proposed to be issued
M/s. Kepler Information Systems Pvt Ltd	Non-promoter group company	300344*	1.50	500000	3.73	Pl. see note below
Mr. Sudhakar Pennam	Non promoter individual	Nil	Nil	1000000	4.66	Mr. Sudhakar Pennam

\* the above said pre issue shareholding was pledged to Mr. Ganesh who is an individual.

M/s. Kepler Information Systems Pvt Ltd, is a company incorporated under the Companies Act having registered office in Hyderabad, promoted by Mr. Rama Krishna L N (PAN: ADRPL5494M) in 2011, who holds 39.57% share capital of the Company and Mrs. Muneashwari L (PAN: ABWPL2445F) who holds 60.00% share capital of the Company.

Mr. Rama Krishna L N and Mrs. Muneashwari L are the directors of Bodhtree Consulting Ltd (Issuer Company) is interested in the proposed issue of convertible warrants to M/s. Kepler Information Systems Pvt Ltd.

#### 9. Proposed time within which allotment shall be completed:

The securities shall be issued and allotted within a period of fifteen (15) days from the date of passing of Special Resolution as mentioned in this Notice; provided that where the allotment of such securities is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

#### 10. Change in Control:

There will be no change in the Board of Directors consequent to the preferential issue as aforesaid. There shall be no change in control of the Company pursuant to the issue of Warrants as well as post conversion. The proposed preferential allotment will not result in any change in management control of the Company.

#### 11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case, since the allotment is not being made for consideration other than cash.

#### 12. Undertakings:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- It shall re-compute the price of the specified securities in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.

- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the Allottee.
- iii. The Company, directors and promoters are not categorized as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

**13. Number of persons to whom allotment on preferential basis has been made in the current financial year, in terms of number of securities as well as the price:** None

**14. Auditor's Certificate:**

A copy of certificate issued by M/s N K R & Co, Chartered Accountants, Statutory Auditors of the Company certifying that the proposed Preferential Issue is being made in accordance with the Chapter VII of SEBI ICDR Regulations, shall be available for inspection at the Registered Office of the Company during normal business hours from 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday, Sunday and public holiday) upto the date of passing of the above resolution.

Pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and as per SEBI ICDR Regulations, the above preferential issue requires approval of Members by way of Special Resolution.

The Board recommends the said resolution to be passed as a Special Resolution.

None of the Directors of the Company or Key Managerial Personnel of the Company including their relatives are in any way, deemed to be concerned or interested financially or otherwise, in the resolution, save and except Mr. Rama Krishna L N, Mrs. Muneashwari L and their relatives, who are deemed to be concerned, since the proposed resolution pertains to the preferential issue of Warrants to M/s. Kepler Information Systems Pvt Ltd, and as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Documents referred in the accompanying Notice are open for inspection at the registered office of the Company during normal business hours from 10:00 a.m. to 1:00 p.m. on all working days (excluding Saturday, Sunday and public holiday) upto the date of passing of the above resolution.

**Item No. 6**

**Approval for 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 Regulation 23 of the SEBI (LODR) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

As per Regulation 23 of the SEBI (LODR) Regulations, 2015 all transactions which are material in nature entered by the Company, need the approval of shareholders.

M/s. Bodhtree Solutions Inc., (BSI) USA, M/s. Bodhtree Consulting LLC, (BCLLC) U.S.A. The transactions between Bodhtree Consulting Limited (BCL) and BSI, BCLLC 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. The transactions with BSI, BCLLC might be material in nature and require the approval of the shareholders of the Company by way of Ordinary resolution.

M/s. Bodhtree Human Capital Private Limited (BHC), Subsidiary Company of the Company. The transactions between BCL and BHC will be in ordinary course of business. 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.

M/s. Bodhtree Solutions Pte Limited (BSPL), M/s. Bodhtree Technologies Pte Ltd (BTPL), Singapore. The transactions between BCL and BSPL, BTPL will be in ordinary course of business. 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. The transactions with BSPL, BTPL might be material in nature and require the approval of the shareholders of the Company by way of Ordinary resolution.

M/s. Kepler Information Systems Private Limited (KISPL), the transactions between BCL and KISPL will be in ordinary course of business. 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.

M/s. Sreeven Infocom Limited (SIL), the transactions between BCL and SIL will be in ordinary course of business. 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.

The transactions with the above mentioned parties may or may not be continuous in nature and may or may not be for a specific period and may or may not be material in nature.

The members are further informed that no member(s) of the Company being a related party or having any interest in the resolution as set out at Item No. 6 shall be entitled to vote on this resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolution except Mr L N Rama Krishna and Mrs. L Muneashwari who are either Members and/or Directors or both of M/s. Kepler Information Systems Private Limited, M/s. Sreeven Infocom Limited and Mr L N Rama Krishna is Director/Member of M/s. Bodhtree Solutions Pte Ltd, M/s. Bodhtree Technologies Pte Ltd, Singapore.

The Board recommends the resolution set forth in Item No.6 for approval of the members.

#### **Item No. 7**

#### **To approve the limits for the Loan(s) and Investment(s) by the Company in terms of the provisions Section 186 of the Companies Act, 2013:**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of this 36<sup>th</sup> Annual General Meeting for an amount not exceeding INR 150,00,00,000 (Indian Rupees One Hundred and Fifty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

Place: Hyderabad

Date: 20 Aug, 2018

**L N Rama Krishna**  
Managing Director  
DIN: 03623543



**Annexure – D**

Details of Directors as on March 31, 2018 seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg. 36 (3) of SEBI (LODR) Regulations, 2015) are given below:

A	Name	Mrs. Lakkimsetti Muneashwari
B	Brief Resume	
	i) Age	44 years
	ii) Educational Qualification	Bachelor's Degree in Mathematics
	iii) Experience in specific functional area	She has 10+ years of industry experience in managing software delivery at Fortune500 listed companies.
	iv) Date of appointment on the board of the Company (Bodhtree Consulting Ltd)	14 November, 2015 (DIN No: 07219454)
C	Nature of expertise in functional area	She has done deep functional studies of business elements, and mapping those into the ERP systems. Also, managed delivery of complex systems implementations in mission critical business scenarios.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	1. Kepler Information Systems Pvt Ltd
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of Rs.10/- each held by the Director	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)	Mr. L N Rama Krishna (Spouse)

**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the *Thirty Sixth Annual Report* of Bodhtree Consulting Limited (the "Company" or "Bodhtree") on the business and operations and the Audited

Accounts for the financial year ended 31 March, 2018, together with the Auditors' Report thereon. Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

**1. Financial Summary:**

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

<b>Particulars</b>	<i>(Re. in Lakhs)</i>	
	<b>2017-18</b>	<b>2016-17</b>
Income from Operations	11449.51	7876.16
Other Income	22.95	87.62
<b>Total Income</b>	<b>11472.46</b>	<b>7963.79</b>
Operating Expenditure	10235.25	7397.32
Profit before depreciation & Tax	1237.21	566.46
Depreciation	579.28	120.39
<b>Operating Profit</b>	<b>657.93</b>	<b>446.07</b>
Prior Period & Exceptional Items	0	0
Profit before Tax & Extra-Ordinary Items	657.93	446.07
Extra-ordinary Items	0	0
Tax Expense / (Reversal)	214.98	162.12
<b>Profit (Loss) after tax</b>	<b>442.95</b>	<b>283.96</b>
Other Comprehensive Income	(12.20)	(7.87)
<b>Total Comprehensive Income</b>	<b>430.75</b>	<b>276.09</b>

**2. Company's Performance:**

During the year under review the Company reported a total income of Re. 11472.46 Lakhs against Re. 7963.79 Lakhs in the previous year. The Operating profit amounted to Re. 657.93 Lakhs as against operating profit of Re. 446.07 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.

**3. General Reserve:**

The Company has not proposed to transfer any amount to the general reserve for the Financial Year ended 31 March, 2018.

With the proposed final dividend, the dividend for FY 2017-18 would be Re. 0.75 per fully paid-up equity share of Re. 10/- each (7.5% of the paid-up value) as against the total dividend of Re. 0.50 per equity share (5% of the paid-up value) declared in the previous year 2016-17.

The total dividend outgo would amount to Re. 1.80 crores (including Corporate Dividend Tax), a payout of 41.82 % of total comprehensive income of the Company for the financial year 2017-18.

Pursuant to the provisions of Section 124 of the Companies Act 2013, the Details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company i.e. [www.bodhtree.com](http://www.bodhtree.com) under investors section. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer to the Investor Education and Protection Fund. The seven year period of "Unpaid and Unclaimed dividend for the year 2016-117" which amounts to Re. 11,49,066/- (Rupees Eleven Lakhs Forty Nine Thousand and Sixty Six only) expires on 26 August, 2024 and the same will be transferred to the "Investor Education and Protection Fund".

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Venture Capital and Corporate Investments Private Limited ("Venture Capital") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the concerned Depository Participant by the members.

## **5. Share Capital:**

The Paid-up Share Capital of the Company as on 31 March, 2018 is Re. 19,95,82,360/-.

During the year under review, the Company had converted 2425938 – 0.001% Compulsory Convertible Preference Shares on 26 April, 2017 in to 1912069 fully paid up equity shares of the Company and consequently the Paid-up Share Capital of the Company changed to Re. 19,95,82,360. As on 31 March, 2018 there are no outstanding convertible preference shares.

## **6. Listing of Company's Equity Shares:**

The Company's Equity shares are listed with M/s. BSE Limited (Stock Exchange), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

The Company has paid the Annual Listing Fees to the said Stock Exchange for the Financial Year 2018-19 on 01 June, 2018.

## **7. Change in the Nature of Business:**

There is no change in the nature of the business of the Company during the year under review.

The Company holds more than 20% of total share capital of two other Companies which are M/s. Learnsmart India Private Limited and M/s. Pressmart Media Limited. But there was no Significant Influence shown by the Company on affairs of those Companies. There were no significant and material 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 Form No. MGT-9 (Extract of Annual Return) which can be accessed at the company's website [www.bodhtree.com](http://www.bodhtree.com) under investors section.

As per the provisions of Section 129(3) of the Companies Act, 2013 (the Act) read with Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the Subsidiary in Form AOC-1 is enclosed as **Annexure – IV** to this Report.

Performance and financial position of each of the subsidiaries, associates and joint ventures:

As per Rule 8 of Companies (Accounts) Rules, 2014, a Report on the performance and financial position of each of the subsidiaries, associates and joint venture companies of the Company is enclosed as **Annexure – IV** to this Report.

#### **9. Management Discussion and Analysis:**

The Management Discussion and Analysis forms an integral part of this Report and enclosed as **Annexure - I** and gives details of the overall industry structure, developments, performance and state of affairs of the Company's business, internal controls and their adequacy, risk management systems and other material developments during the financial year.

#### **10. Extract of Annual Return:**

As provided under section 92(3) of the Act, the extract of annual return is enclosed as **Annexure – II** in the prescribed Form No. MGT-9, which forms part of this report and also can be accessed at the company's website [www.bodhtree.com](http://www.bodhtree.com) under investors section.

#### **11. Director's Responsibility Statement:**

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i) In preparation of annual accounts for the financial year ended 31<sup>st</sup> March 2018 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 31<sup>st</sup> March 2018 and of the profit and loss of the Company for the year;

- 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.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2017-18.

## **12. Statement on Declaration given by Independent Directors under Section 149(6):**

The independent directors have submitted the declaration of independence, as required pursuant to Section 149(7) of the Act stating that they meet the criteria of independence as provided in Section 149(6) of the Act.

## **13. Details of Directors or Key Managerial Personnel:**

During the year, Mr. Kommineni Srinivasa Rao resigned as a Director from the Board of Directors of the Company w.e.f. 25 May, 2017 due to his preoccupations. The Board places on record its sincere appreciation for Mr. Kommineni Srinivasa Rao value addition contributions and fruitful association with the Company and thanks him for providing valuable guidance to the Company during his tenure.

Dr. Krishnan Jayaraman has vacated the office of Directorship w.e.f. 11 May, 2017 due to the reason envisaged in Section 167 (1) (b) of the Companies Act, 2013 i.e. he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board.

During the year, Mr. Sanjiv Gupta, was re-appointed on retirement by rotation as Non-executive Non-Independent Director by the Members at the 35<sup>th</sup> Annual General Meeting held on 22 July, 2017.

In accordance with the provisions of Act and the Articles of Association of the Company, Mrs. Lakkimsetti Muneashwari will retire by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment.

The aforesaid appointment/re-appointment of Director/s are subject to your approval.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are - Mr. L N Rama Krishna, Managing Director; Mr. Prabhakar Rao Kallur, Chief Financial Officer and Mr. Srikanth Reddy Kolli, Company Secretary. There has been no other changes in the key managerial personnel during the year under review.

## **14. Number of meetings of the board:**

6 (Six) meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

### **15. Board Evaluation:**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors held on 14 February, 2018, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

#### *Criteria for Performance Evaluation:*

- a. Ability of the candidates to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making.
- b. Adherence to the Code of Conduct in letter and in spirit by the Independent Directors.
- c. Bringing objectivity and independence of view to the Board's discussions in relation to the Company's strategy, performance, and risk management
- d. Statutory Compliance and ensuring high standards of financial probity and Corporate Governance
- e. Responsibility towards requirements under the Companies Act, 2013, Responsibilities of the Board and accountability under the Director's Responsibility Statement.

### **16. Policy on directors' appointment and remuneration and other details:**

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

**17. Committees of Board:**

Your Company has the following committees namely:

1. Audit Committee
2. Compensation Committee
3. Stakeholder's Relationship Committee
4. Risk Management Committee

The constitution of all the committees are as per the Companies Act, 2013 and SEBI Listing Regulations. The details of the Constitution are mentioned in Corporate Governance Report, which forms part of this Report.

**18. Corporate Governance Report:**

Your Company has complied with the requirements of Regulation 17(7), 72 of SEBI (LODR) Regulations, 2015 read with Schedule II & V therein and the Corporate Governance Report including Auditor's Certificate on compliance with the conditions of Corporate Governance specified in Schedule V(E) is enclosed as **Annexure- VII** to this report.

**19. Consolidated Financial Statements:**

The consolidated financial statements prepared and annexed in accordance with the Accounting Standards 21 and 23 as prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 and Guidelines issued by Securities and Exchange Board of India ("SEBI") also forms part of this Report.

As per the provisions of Section 136 of the Act, the Company will place separate audited accounts of its subsidiaries on its website [www.bodhtree.com](http://www.bodhtree.com) and copy of separate audited financial statements of its subsidiaries will be provided to the shareholders at their request.

**20. Internal financial control systems and their adequacy:**

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. The details in respect of internal financial control and their adequacy are included in the management discussion & analysis, which forms part of this report.

**21. Auditors:**

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, M/s. N K R & Co., Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the thirty second annual general meeting (AGM) of the Company held on 23 December, 2014 till the conclusion of the thirty seven AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

**22. Auditors' report:**

The auditors' report does not contain qualifications, reservations or adverse remarks since the adoption of Ind AS from the F.Y. 2017-18.

**23. Directors' Responses on the Qualifications made by the Auditors:**

The auditors' report does not contain qualifications, reservations or adverse remarks since the adoption of Ind AS from the F.Y. 2017-18.

**24. Secretarial Auditor Report:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. P. S. Rao & Associates, Practicing Company Secretaries as Secretarial Auditors to conduct Secretarial audit of the Company for the financial year ended 31 March, 2018.

The Secretarial Audit Report issued by M/s. P. S. Rao & Associates, Practicing Company Secretaries in Form No. MR-3 is enclosed as **Annexure – VIII** to this Annual Report.

The Secretarial Audit Report does not contain any material qualifications, reservations or adverse remarks except the delayed compliances as required by the various statutes applicable to the Company during period under review.

**25. Internal Auditors:**

The Board of Directors of the Company have appointed M/s. Srinivas & Poorna, Chartered Accountants as Internal Auditors to conduct the Internal Audit of the Company for the Financial Year ended 31 March, 2018.

**26. Risk management:**

The board of directors of the Company has voluntarily formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy and various risks, including the risks associated with the economy, regulations, competition, foreign exchange, interest rate etc., are documented, monitored and managed efficiently.

**27. 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.

### **28. Particulars of loans, guarantees and investments:**

The particulars of loans, guarantees and investments have been disclosed in the financial statements, being a part of this Annual Report.

### **29. Deposits from public:**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

### **30. Transactions with related parties:**

Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure - V** in Form No. AOC-2 and the same forms part of this report.

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](http://www.bodhtree.com).

### **31. Vigil Mechanism:**

In pursuant to the provisions of section 177 (9) & (10) of the Act, and SEBI Listing Regulations, 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 [www.bodhtree.com](http://www.bodhtree.com).

### **32. 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 forms part of **Annexure- III** which is enclosed to this Board Report.

### **33. 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, forms part of abovementioned annexure - III. 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, forms part of abovementioned annexure - III which is enclosed to this Board's Report.

### **34. 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 by way of **Annexure – VI**.

### **35. Human Resources:**

The industrial relations of the Company continued to be harmonious during the year under review.

### **36. Employees Stock Options Scheme:**

The Board in its Meeting held on 14 November, 2016 has approved BCL ESOP-2016 policy to its Employees with 10 Lakh fully paid-up Equity Shares, which were approved by the shareholders in the Annual General Meeting held on 30 September, 2016. The in-principle approval for the said 10 lakh options was obtained from BSE on 04 January 2017. The Company did not grant any options to its employees during F.Y. 2017-18. The details of Employees Stock Options pursuant to section 62 of the Companies Act, 2013 read with Rules made thereunder; and SEBI (Share Based Employee Benefits) Regulations, 2014 and erstwhile SEBI (Employee Stock Options Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are provided as **Annexure – IX** to this Report.

### **37. 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:

- a. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b. Neither the Managing Director nor the Whole-time Director of the Company receive any remuneration or commission from any of its subsidiaries.
- c. 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.
- d. 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.

### **38. Acknowledgement:**

The directors thank the Company's employees, customers, vendors, investors and academic institutions for their continuous support. The directors also thank the governments of various countries, Government of India, governments of various states in India and concerned government departments / agencies for their co-operation. The directors appreciate and value the contributions made by every member of the Bodhtree family.

**For and on behalf of the Board  
For Bodhtree Consulting Ltd**

Place: Hyderabad  
Date: 30 May, 2018

<b>L N Rama Krishna.</b>	<b>K Rajesh</b>
Managing Director	Director
DIN: 03623543	DIN: 02727491

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Readers are cautioned that this discussion contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words “anticipate”, “believe”, “estimate”, “intend”, “will” and “expect” and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward looking statements. Readers are cautioned not place undue reliance on these forward-looking statements that speak only as of their dates. The following discussion and analysis should be read in conjunction with the Company's financial statements included in this report and the notes thereto. Investors are also requested to note that this discussion is based on the standalone financial results of the Company.

**INDUSTRY STRUCTURE AND DEVELOPMENT:**

Software and computing technology is transforming businesses in every industry around the world in a very profound and fundamental way. The continued reduction in the unit cost of hardware, the explosion of network bandwidth, advanced software technologies and technology-enabled services are fueling the rapid digitization of business processes and information. Traditional business models are being disrupted in every industry with digital and software-based business models. This disruption is characterized by highly desirable user experiences, an extreme scale-of-cost performance that has become available in computing infrastructure and disintermediation of the supply chain. Leveraging technologies and models of the digital era to both extend the value of existing investments and, in parallel, transform and future-proof their businesses is increasingly becoming a top priority for business leaders. This duality – to renew existing core businesses and innovate new businesses – is the essence of what companies are faced with as strategic imperatives today. Added to this the geo-political movements with neo-nationalist views from some of the developed/developing countries are going to test the established business models of almost all sets of enterprises worldwide.

The renewal of our core business translates to harnessing the efficiency of distributed cloud computing, enabling legacy systems for mobile and sensor access, extracting value out of digitized data, keeping systems relevant and optimizing the costs of building and running technology systems. As businesses look to new areas and new economies, new and intelligent systems are required to be built with next-generation technologies and with exponentially superior cost-benefit performance. The fast pace of technology change and the need for technology professionals, who are highly skilled in both the renewal and new technology areas, are driving businesses to rely on third parties to realize their IT transformation. Several technology solutions and service providers have emerged over the years, offering different models for clients to consume their solution and service offerings:

- Technology consulting companies – who take on niche and time-bound projects for their clients
- Global IT outsourcing companies – who leverage global talent pool to systematically optimize the IT operations of clients
- Business process management firms – who leverage global talent pool to manage the outsourced core business processes of their clients
- Software firms – who provide licensed software that enable the automation of business processes
- Specialty platform and Software-as-a-Service companies – who provide utility-based models for clients to consume software features
- Data analytics companies – who specialize in designing, analyzing and reporting insights from the vast amount of data that corporations are collecting about their customers, operations and markets
- Internal IT departments of the companies themselves – usually cost centers for the corporation

**OPPORTUNITIES AND THREATS:****Our strengths:**

We believe our strengths give us the competitive advantage to position ourselves as a leading global technology solutions and services company to solve the strategic challenges of business.

**Consulting and domain expertise:**

Our specific industry, domain, process, and technology expertise allows us to enable clients to transform their businesses with innovative strategies and solutions. Our expertise and methodologies incorporate Design Thinking that helps our clients enhance their performance, gain process and IT efficiencies, increase agility and flexibility, reduce costs, and achieve measurable business value.

**Breadth of offerings:**

Our suite of comprehensive end-to-end business solutions includes business and technology consulting, enterprise solutions, systems integration, custom application development, application maintenance and production support, infrastructure management, independent testing and validation, cloud ecosystem

integration, product engineering and life-cycle solutions, business process management, software products, and business platforms and solutions.

**Intellectual property in platforms, products:**

Our products, platforms and solutions are geared to sense, influence, fulfil, and serve the needs of digital consumers as well as leverage the potential of their business ecosystem.

**Experience and expertise in large-scale outsourcing:**

We have developed processes and frameworks for large-scale outsourcing of technology projects that minimize financial and business risk to our clients. Our Global Delivery Model divides projects into components that can be executed simultaneously at client sites and at our development centers in India and around the world. We optimize our cost structure by maintaining the flexibility to execute project components where it is most cost-effective. This is further strengthened with automation, intelligence and collaboration technologies.

**Deep client relationships and brand:**

We have long-standing relationships with large corporations and other organizations. Our track record in delivering high-quality solutions across the entire software life cycle and our strong domain expertise helps us to solidify these relationships and gain increased business from our existing clients. This history of client retention allows us to showcase and strengthen our brand.

**Quality and process execution:**

Our sophisticated processes, standards and quality frameworks allow us to continuously optimize service delivery of various engagements on key performance indicators like business value, productivity, quality and cycle-time.

**High-quality talent:**

We have a strong ecosystem for employee attraction, career development, engagement and retention through a trusted partnership with our stakeholders. Competence development of our workforce has always been our key strategic focus area. We have a culture of performance and innovation in an open and collaborative environment.

**Our strategy**

Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while generating profitable growth for our investors. In order to do this, we will apply the priorities of 'renew' and 'new' to our own business and cascade it to everything we do. These translate to the following strategic focus areas:

**Build expansive, lasting relationships with our clients by delivering differentiated market offerings:**

Our strategy is to engage with clients on their large transformative programs, both in traditional IT areas as well as for their new digital business initiatives. We expand existing client relationships by providing them a broad set of end-to-end service offerings and increase the size, nature and number of projects we do with them.

We invest in building our own and acquiring proprietary software platforms targeted at addressing the strategic imperatives of our clients in various industries. The combination of our intellectual property and the services surrounding it generates unique value propositions for our clients.

Through our Zero Distance program, we help our clients innovate and derive more value. Zero Distance is the process of everyday innovation at Bodhtree whereby all employees are expected to innovate in their individual capacities and through their individual jobs.

Zero Distance has a three-fold emphasis: to reduce the gap between us and the code we write, the gap between us and our clients and the gap between us and the ultimate end user.

We also invest in targeted business development and marketing to acquire new clients, and increase our presence in new geographies and market segments. We position our brand as differentiated, global and respected.

Deliver solutions and services leveraging highly cost-effective models:

Our strategy is to leverage software-based automation and our Global Delivery Model to deliver solutions and services to our clients in the most cost-effective manner, while at the same time optimizing our cost structure to remain competitive. We are embracing artificial intelligence-based automation techniques and software automation platforms to boost productivity of our projects. We are leveraging software process engineering and collaboration technologies to improve process productivity. Our Global Delivery Model provides scale, quality, expertise and cost and time-to-market advantages to our client projects. The model enables us to perform work at the location where the best talent is available and where it makes most economic sense with the least amount of risk. Over the last 30 years, we have developed our distributed execution capabilities to deliver high-quality and scalable services. This scalable infrastructure complements our ability to deliver project components that are executed round the clock and across time zones enabling us to reduce project delivery times.

[Attract and retain a global, diverse, motivated, and high-performing employee base:](#)

Our employees are our biggest assets. To meet the evolving needs of our clients, our priority is to attract and engage the best talent in the right locations with the right skills. We offer our employees challenging work assignments, benchmarked compensation and a collaborative, productive work environment. Our performance management system is objective and rewards performance. We invest substantially in employee engagement to motivate employees and encourage social communication and collaboration. Teaching and learning are central to the Bodhtree culture. Our investments in our Global Education Center and in creating various learning opportunities for our employees help them stay abreast of new developments in software technologies, spur innovation and build a lifelong career at Bodhtree. We are guided by our value system which motivates our attitudes and actions. Our core values are Client Value, Leadership by Example, Integrity and Transparency, Fairness and Excellence.

[Pursue strategic alliances and acquisitions:](#)

We leverage alliances that complement our core competencies. We partner with leading technology software and hardware providers in creating, deploying, integrating and operating business solutions for our clients. We have also expanded the scope of our collaborations to encompass universities and research organizations.

We will deploy our capital in making selective business acquisitions that augment our expertise, complement our presence in certain market segments and accelerate the execution of our strategies.

We have an innovation fund to tap into innovation networks of early-stage companies and universities to gain access to new thinking and business models.

### **Our competition**

We experience intense competition in traditional services and see a rapidly-changing marketplace with new competitors arising in new technologies who are focused on agility, flexibility and innovation. We typically compete with other technology service providers in response to requests for proposals. Clients often cite our industry expertise, comprehensive end-to-end solutions, ability to scale, superior quality and process execution, Global Delivery Model, experienced management team, talented professionals and track record as reasons for awarding us contracts. In future, we expect intensified competition. In particular, we expect increased competition from firms that strengthen their offshore presence in India or other low-cost locations, firms that offer technology-based solutions to business problems and from firms incumbent in market segments that we have recently entered.

We believe that the principal competitive factors in our business are:

- The financial strength to be able to invest in personnel and infrastructure to support the evolving demands of customers
- High ethical and corporate governance standards to ensure honest and professional business practices and protect the reputation of the Company and its customers.

#### **FUTURE OUTLOOK ON RISKS AND CONCERNS:**

This section lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. Our outlook, risks and concerns are as follows:

- Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline.
- We may not be able to sustain our levels of profitability due to multiple reasons, including but not limited to, higher cost of doing business in certain key markets such as the U.S. on account of increased investments in onsite development centers
- The economic environment, pricing pressures, and decreased employee utilization rates could negatively impact our revenues and operating results.
- Currency fluctuations and declining interest rates may affect the results of our operations.
- Our success depends largely upon our highly-skilled technology professionals and our ability to hire, attract, motivate, retain and train these personnel.
- Wage pressures in India and the hiring of employees outside India may prevent us from sustaining some of our competitive advantage and may reduce our profit margins.
- Any inability to manage our growth could disrupt our business, reduce our profitability and adversely impact our ability to implement our growth strategy.
- We may not be able to provide end-to-end business solutions for our clients, which could lead to clients discontinuing their work with us, which in turn could harm our business.
- Intense competition in the market for technology services could affect our pricing, which could reduce our share of business from clients and decrease our revenues.
- A large part of our revenues is dependant on our top clients and the loss of any one of our major clients could significantly impact our business.
- Our success depends in large part upon our management team and key personnel, and our ability to attract and retain them.
- Our failure to complete fixed-price and fixed-timeframe contracts, or transaction-based pricing contracts, within budget and on time, may negatively affect our profitability.
- Our client contracts can typically be terminated without cause and with little or no notice or penalty, which could negatively impact our revenues and profitability.
- Our engagements with customers are typically singular in nature and do not necessarily provide for subsequent engagements.
- Our client contracts are often conditioned upon our performance, which, if unsatisfactory, could result in lower revenues than previously anticipated.
- Our work with governmental agencies may expose us to additional risks.
- Our business will suffer if we fail to anticipate and develop new services and enhance existing services to keep pace with rapid changes in technology and in the industries on which we focus.
- Disruption in services due to failure in communication network, system failures, virus attacks or breach of cyber security, could negatively impact our operations and ability to provide our services and solutions, which could result in client dissatisfaction and a reduction of our revenues.
- We may be liable to our clients for damages caused by the disclosure of confidential information, system failures, errors or unsatisfactory performance of services.
- We may be the subject of litigation, which if adversely determined, could harm our business and operating results.
- Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, and this may have a material adverse effect on our business.



- We are investing substantial cash assets in new facilities and physical infrastructure, and our profitability could be reduced if our business does not grow proportionately.
- We may be unable to recoup investment costs incurred in developing our software products and platforms.
- We may engage in acquisitions, strategic investments, strategic partnerships or alliances or other ventures that may or may not be successful.
- Goodwill that we carry on our Balance Sheet could give rise to significant impairment charges in the future.
- The markets in which we operate are subject to the risk of earthquakes, floods, tsunamis, storms and other natural and man-made disasters.
- The safety of our employees, assets and infrastructure may be affected by untoward incidents beyond our control, impacting business continuity or reputation.
- Negative media coverage and public scrutiny may divert the time and attention of our Board and Management and adversely affect the prices of our equity shares.
- Actions of activist shareholders may adversely affect our ability to execute our strategic priorities, and could impact the trading value of our securities.
- An increase in anti-outsourcing sentiments in certain countries in which we operate, including the United States, the United Kingdom and Australia, may lead to the enactment of restrictive legislations that could limit companies in those countries from outsourcing work to us, or could inhibit our ability to staff client projects in a timely manner thereby impacting our revenue and profitability.
- Given that our employees in the United States, Europe and other jurisdictions are working on visas, any restrictions on immigration may affect our ability to compete for and provide services to clients in these jurisdictions, which could hamper our growth or cause our revenues to decline and impact profitability.
- New and changing corporate governance and public disclosure requirements add uncertainty to our compliance policies and increase our costs of compliance.
- The intellectual property laws of India are limited and do not give sufficient protection to software and the related intellectual property rights to the same extent as those in the United States. We may be unsuccessful in protecting our intellectual property rights. We may also be subject to third-party claims of intellectual property infringement.
- Increased regulation in the industries in which our clients operate could harm our business, results of operations and financial condition.
- Our net income would decrease if the Government of India reduces or withdraws tax benefits and other incentives it provides to us or when our tax holidays expire, reduce or terminate.
- In the event that the Government of India or the government of another country changes its tax policies in a manner that is adverse to us, our tax expense may materially increase, reducing our profitability.
- We operate in jurisdictions that impose transfer-pricing and other tax-related regulations on us, and any failure to comply could materially and adversely affect our profitability.
- Terrorist attacks or a war could adversely affect our business, results of operations and financial condition.
- Changes in the policies of the Government of India or political instability may adversely affect economic conditions in India generally, which could impact our business and prospects.
- Our international expansion plans subject us to risks inherent in doing business internationally.
- Our ability to acquire companies organized outside India depends on the approval of the Reserve Bank of India and / or the Government of India, and failure to obtain this approval could negatively impact our business.
- Indian laws limit our ability to raise capital outside India and may limit the ability of others to acquire us, which could prevent us from operating our business or entering into a transaction that is in the best interests of our shareholders.
- Sales of our equity shares may adversely affect the prices of our equity shares.

- The price of US dollar value of any dividends we declare may be negatively affected by fluctuations in the US dollar to Indian rupee exchange rate.

**OVERVIEW OF OPERATIONS:**

During the year under review the Company reported operating profit of Rs.430.56 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. Your company is uniquely positioned to benefit immensely in the years to come with so many levers getting available for achieving growth. There are so many customers in your company's installed base getting a set of services in one or two focus areas of Bodhtree. As we start to push other focused areas' offerings to these installed base of customers, and as we start new areas of services into Bodhtree's offerings – these existing customers are expected to contribute more top line growth for this current fiscal year and beyond.

Bodhtree has started to rechristen itself as Systems Integrator (SI) in the market place, and thereby opening new areas of growth. With partnerships and collaborations getting into the strategy mix of Bodhtree's preparedness, this approach of SI to the market is expected to provide favorable results. Your company is already a strategic partner with renowned market players like Oracle, Salesforce.com, Tableau, and the likes – and the push to strengthen these relationships is also focus. Also, Bodhtree is continuing to foster similar relationships with other upcoming technology players.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The members are informed that the Company has been accredited with quality standards of ISO 9001:2008, ISO 27001:2005 and CMMI – Level 5. 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 27001:2005 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.

**DISCUSSION ON FINANCIAL PERFORMANCE:**

During the financial year 2017-18, the Company has achieved revenue of Rs. 114.49 Crores and net profit of Rs. 4.30 Crores/- on a standalone basis.

The Basic and Diluted Earnings per share of the Company as on 31 March, 2018 is Rs. 2.17 and 2.17 on a standalone basis.

The Paid up Share Capital of the Company as on 31 March, 2018 is Rs. 19,95,82,360/- comprising of 1,99,58,236 Equity Shares of Rs. 10/- each fully paid-up and Nil Convertible Preference Shares.

**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.

**For and on behalf of the Board**

Place: Hyderabad  
Date: 30 May, 2018

**L N Rama Krishna.**  
Managing Director  
DIN: 03623543

**K Rajesh**  
Director  
DIN: 02727491

**Form No.MGT-9**  
**EXTRACT OF ANNUAL RETURN**

**ANNEXURE - II**

**As on the financial year ended on 31-03-2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) (c)  
of 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, HITEC City, Madhapur, Hyderabad, Telangana-500081. Ph: 040-66222333; Fax: 040-66222444 Email: <a href="mailto:cosecy@bodhtree.com">cosecy@bodhtree.com</a>
	Website: <a href="http://www.bodhtree.com">www.bodhtree.com</a>
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer	M/s. Venture Capital and Corporate Investments Private Limited 12-10-167, Bharatnagar, Hyderabad, Telangana – 500018 Ph: 040-23818475; Fax: 23868024 Email: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a> Website: <a href="http://www.vccilindia.com">www.vccilindia.com</a>
Agent, if any	NA

**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	More than 50%

**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.	M/s. Bodhtree Human Capital Private Limited., Block A, Wing 2, Level 6, Cyber Gateway, Madhapur, Hyderabad – 500081.	U74900TG2016P TC103679	Subsidiary	Equity Shares 100%	2(87)(ii)
3	M/s. Pressmart Media Limited MJR Arcade, 3rd Floor, Plot # 1000, Gurukul Society, Khanamet, Madhapur, Hyderabad 500081	U74300TG2006P LC051031	Associate	Equity Shares 33%	2(6)
4	M/s. Learnsmart (India) Private Limited Prakasham Nagar, Begumpet, Hyderabad - 500016	U80903TG2007P TC052887	Associate	Equity Shares 22.62%	2(6)

**Note:** Though the Company holds more than 20% of total share capital in M/s. Pressmart Media Limited and M/s. Learnsmart (India) Pvt Ltd, there was no Significant Influence shown by the Company on affairs of those two Companies. There were no significant transactions with those two 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	

<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	2194600	--	2194600	12.16	2194600	--	2194600	11.00	(1.16)
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	167000	--	167000	0.93	167000	--	167000	0.84	(0.09)
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other....	--	--	--	--	--	--	--	--	--
<b>Sub-total (A)(1):-</b>	<b>2361600</b>	<b>--</b>	<b>2361600</b>	<b>13.09</b>	<b>2361600</b>	<b>--</b>	<b>2361600</b>	<b>11.83</b>	<b>(1.26)</b>
<b>(2) Foreign</b>									
a) NRIs –									
Individuals	--	--	--	--	--	--	--	--	--
b) Other –									
Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	8000000	--	8000000	44.33	8000000	--	8000000	40.08	(4.25)
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
<b>Sub-total (A)(2):-</b>	<b>8000000</b>	<b>--</b>	<b>8000000</b>	<b>44.33</b>	<b>8000000</b>	<b>--</b>	<b>8000000</b>	<b>40.08</b>	<b>(4.25)</b>
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>10361600</b>	<b>--</b>	<b>10361600</b>	<b>57.42</b>	<b>10361600</b>	<b>--</b>	<b>10361600</b>	<b>51.92</b>	<b>(5.51)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	100000	--	100000	0.55	100000	--	100000	0.50	(0.05)
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	<b>100000</b>	<b>--</b>	<b>100000</b>	<b>0.55</b>	<b>100000</b>	<b>--</b>	<b>100000</b>	<b>0.50</b>	<b>(0.05)</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	1470712	11500	1482212	8.21	648774	1923569	2572343	12.89	<b>4.68</b>
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	1880122	91350	1971472	10.92	2074228	58200	2132428	10.68	<b>(0.24)</b>
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2017623	855044	2872667	15.92	2338149	745100	2872667	15.45	<b>(0.47)</b>
c) Others									
- Trust	472333	9000	481333	2.67	472333	9000	481333	2.41	<b>(0.26)</b>
- Non-resident Indians	194620	479056	673676	3.73	448710	273400	673676	3.62	<b>(0.11)</b>
- Clearing members	103207	--	103207	0.57	67904	--	67904	0.34	<b>(0.23)</b>
<b>Sub-total (B)(2):-</b>	<b>6138617</b>	<b>1445950</b>	<b>7584567</b>	<b>42.03</b>	<b>6487367</b>	<b>3009269</b>	<b>9496636</b>	<b>47.58</b>	<b>5.55</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>6238617</b>	<b>1445950</b>	<b>7584567</b>	<b>42.58</b>	<b>6587367</b>	<b>3009269</b>	<b>9596636</b>	<b>48.08</b>	<b>5.50</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--

<b>Grand Total (A+B+C)</b>	<b>16600217</b>	<b>1445950</b>	<b>18046167</b>	<b>100.0 0</b>	<b>16948967</b>	<b>3009269</b>	<b>19958236</b>	<b>100.00</b>	<b>--</b>
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**(ii) Shareholding of Promoters:**

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during 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	
1	M/s. Bodhtree Solutions Inc., USA	8000000	44.33	44.33	8000000	40.08	40.08	(4.25)
2	M/s. Mas Trading & Investments Pvt Ltd	167000	0.93	--	167000	0.84	--	(0.09)
3	Monica Gupta	60100	0.33	--	60100	0.30	--	(0.03)
4	Sanjiv Gupta	2134500	11.83	--	2134500	10.69	--	(1.14)
<b>Total</b>		<b>10361600</b>	<b>57.42</b>	<b>44.33</b>	<b>10361600</b>	<b>51.92</b>	<b>40.08</b>	<b>(5.50)</b>

**(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
1	Monica Gupta	60100	0.33	60100	0.30
2	Sanjiv Gupta	2134500	11.83	2134500	10.69
3	M/s. Mas Trading & Investments Pvt Ltd	167000	0.93	167000	0.84
4	M/s. Bodhtree Solutions Inc.	8000000	44.33	8000000	40.08

**(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	3.99	-- 720100	-- 3.60
2	Anita Soni At the beginning of the year At the end of the year	--	--	500010 500010	2.50 2.50

3	Brij Mohan Soni At the beginning of the year At the end of the year	210400	1.17	226869 437269	1.14 2.19
4	BCL Employees Benefit Trust At the beginning of the year At the end of the year	472333	2.62	-- 472333	-- 2.37
5	Kepler Information Systems Pvt Ltd At the beginning of the year At the end of the year	500000	2.77	-- 300344	-- 1.50
6	Palaniappan Natarajan At the beginning of the year At the end of the year	273400	1.52	-- 273400	-- 1.37
7	Siva Lakshmanarao Kakarala At the beginning of the year At the end of the year	--	--	225656 225656	1.13 1.13
8	Dronamraju Vindhya At the beginning of the year At the end of the year	210400	1.17	-- 210400	-- 1.05
9	Brij Mohan Soni At the beginning of the year At the end of the year	210400 --	1.17 --	-- 210400	-- 1.05
10	Kalpna Komati At the beginning of the year At the end of the year	315600	1.14	-- 192022	-- 0.96

**(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	2134500	11.83	-- 2134500	-- 10.69

**V. INDEBTEDNESS:**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	<b>50452479</b>	<b>40303272</b>	-	<b>90755751</b>

ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>50452479</b>	<b>40303272</b>	<b>-</b>	<b>90755751</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	<b>156256371</b>	<b>97831512</b>	<b>-</b>	<b>254087883</b>
• Reduction	<b>3180216</b>	<b>119209344</b>	<b>-</b>	<b>122389560</b>
<b>Net Change</b>	<b>153076155</b>	<b>(21377832)</b>		<b>131698323</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	<b>203528634</b>	<b>18925440</b>	<b>-</b>	<b>222454074</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>203528634</b>	<b>18925440</b>	<b>-</b>	<b>22,24,54,074</b>

## 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 Re.
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	L N Rama Krishna.	57,97,000
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - Others, specify...	-- --	-- --
5.	Others, please specify	--	--
<b>Total (A)</b>			<b>57,97,000</b>
Ceiling as per the Companies Act, 2013 read with Schedule V.		As per Member's resolution passed through Postal Ballot dated 03 January, 2017, the salary was increased to Re. 5 Lakh P.M. w.e.f. 01 December, 2016.	

### B. Remuneration to other Directors:

S. No	Particulars of Remuneration	Name of Directors			Total Amount
		Muthukrishnan Swaminathan	K Srinivasa Rao\$	Katragadda Rajesh	
<b>1.</b>	<b>Independent Directors</b> • Fee for attending board / committee	50,000	5,000	41,000	96,000

	meetings • Commission • Reimbursement of expenditure for participation in the Board and other meetings	-- --	-- --	-- --	-- --
<b>2.</b>	<b>Total (1)</b>	<b>50,000</b>	<b>5,000</b>	<b>41,000</b>	<b>96,000</b>
	<b>Other Non-Executive Directors</b>	Sanjiv Gupta		Lakkimsetti Muneashwari	
	• Fee for attending board / committee meetings	34,000		37,000	71,000
	• Commission	--		--	--
	• Others, please specify	--		--	--
	<b>Total (2)</b>	<b>34,000</b>		<b>37,000</b>	<b>71,000</b>
	<b>Total (B)=(1+2)</b>				<b>1,67,000</b>

\$ Resigned on 25 May, 2017.

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTG:**

S. No	Particulars of Remuneration	Name of KMP		Total Amount
		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	<b>17,38,000</b>	<b>7,56,696</b>	<b>24,94,696</b>
2.	Stock Option	--	--	--
3.	Sweat Equity	--	--	--
4.	Commission - as % of profit - Others, specify...	-- --	-- --	-- --
5.	Others, please specify	--	--	--
<b>Total</b>		<b>17,38,000</b>	<b>7,56,696</b>	<b>24,94,696</b>

**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)
<b>Penalty</b>	--	--	--	--	--
<b>Punishment</b>	--	--	--	--	--
<b>Compounding</b>	--	--	--	--	--



OTHER OFFICERS IN DEFAULT					
<b>Penalty</b>	--	--	--	--	--
<b>Punishment</b>	--	--	--	--	--
<b>Compounding</b>	--	--	--	--	--

**For and on behalf of the Board  
For Bodhtree Consulting Ltd**

Place: Hyderabad  
Date: 30 May, 2018

**L N Rama Krishna.**  
Managing Director  
DIN: 03623543

**K Rajesh**  
Director  
DIN: 02727491

**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 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 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 f.y. 2017-18	The percentage increase in the median remuneration of employees in the financial year 2017-18	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	L N Rama Krishna. Managing Director	0%	07%	1 : 0.087	For the FY 2017-18, Key Managerial Personnel were paid approx. 19.19% of the net profit for the year.
2	Prabhakar Rao Kallur – Chief Financial Officer	32.76%			
3	Srikanth Reddy Kolli - Company Secretary	0%			

- II) The median remuneration of employees of the Company during the financial year was Re. 5,20,000;
- III) In the financial year, there was an increase of 7% in the median remuneration of employees;
- IV) There were 195 permanent employees on the rolls of Company as on March 31, 2018;
- V) Relationship between average increase in remuneration and Company performance:-
- The Profit before Tax for the financial year ended March 31, 2018 increased by 47.49% whereas there was an increase in median remuneration by 20.90%;
- VI) a) Variations in the market capitalization of the Company: The market capitalization as on 31 March, 2018 was Re. 145,69,51,228/- which on 31 March, 2017 was Re. 74,44,04,389/-.
- b) Price Earnings ratio of the Company was Re. 2.17 per share as at 31 March, 2018 and was Re.1.35 per share as at 31 March, 2017.

c) Percent increase / 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 Re.10/- per share invested in the said IPO would be worth Re. 73.00/- per share as on 31 March, 2018 indicating a Compounded Annual Growth Rate of 5.97% per share (approximately) per year. 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. 2017-18 was 7 % whereas there was 10.92% increase in the managerial remuneration for the said 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 & 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: NIL

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
NA										

**For and on behalf of the Board  
For Bodhtree Consulting Ltd**

Place: Hyderabad  
Date: 30 May, 2018

**L N Rama Krishna.**  
Managing Director  
DIN: 03623543

**K Rajesh**  
Director  
DIN: 02727491

**ANNEXURE - IV****Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures**

**Part – A: Subsidiaries**

1	Name of the subsidiary	Bodhtree Human Capital Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 April 2017 to 31 March 2018.
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	INR
4	Share capital	10,000 Equity Shares of Rs 10/- each Rs 1,00,000/-
5	Reserves & surplus	(1,35,108)
6	Total assets	1,05,000
7	Total Liabilities	1,40,108
8	Investments	--
9	Turnover	--
10	Profit before taxation	--
11	Provision for taxation	--
12	Profit after taxation	--
13	Proposed Dividend	--
14	% of shareholding	100%

- Names of subsidiaries which are yet to commence operations: M/s. Bodhtree Human Capital Private Limited.

**Part – B: Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

1	Names of Associates and Joint Ventures	M/s. Learnsmart (India) Private Limited	M/s. Pressmart Media Private Limited
2	Latest Audited Balance Sheet*	--	--
3	Shares of Associates held by the Company on the year end: - Number of Shares of Rs. 10/- each. - Amount of Investment - Extent of Holding %	505000 5050000 22.62%	5257924 67199710 32.99%
4	Description of how there is significant influence*	--	--
5	Reason why the Associates are not consolidated	During the Financial Year 2017-18, the Company is holding investments as aforesaid are termed as Associate Companies. The financial statements for these Companies for the financial year 2017-18 are not made available, hence the consolidation of these Companies are not considered while preparing the consolidated financial statements.	
6	Net worth attributable to shareholding as per latest audited Balance Sheet*	--	--
7	Profit / Loss for the year* - Considered in Consolidation - Not considered in Consolidation	--	--

\* Though the Company holds more than 20% of total share capital of the abovementioned two Companies there is no Significant Influence shown by the Company on affairs of those Companies. There were no significant transactions with those Companies during the period under review. Management of the Company is different from that of those two Companies. The Company is holding investments as aforesaid are termed as Associate companies. The financial statements for these Companies for the financial year 2017-18 are not made available by those Companies, hence the consolidation of these Companies are not considered while preparing the consolidated financial statements.

**For and on behalf of the Board  
For Bodhtree Consulting Ltd**

Place: Hyderabad  
Date: 30 May, 2018

**L N Rama Krishna.**  
Managing Director  
DIN: 03623543

**K Rajesh**  
Director  
DIN: 02727491

**ANNEXURE - V****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.**

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 arm's length transactions 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 31 March, 2016, 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:

<b>Nature of contract &amp; Name of the related party</b>	<b>Nature of relationship</b>	<b>Duration of Contracts</b>	<b>Salient Terms</b>	<b>Amount (Rs. in Lakhs)</b>
<b>Sales</b>				
M/s. Bodhtree Consulting LLC.	Control	Ongoing	Ordinary course of business	1167.08
M/s. Bodhtree Solutions Inc.	Control	Ongoing	Ordinary course of business	25.91
M/s. Bodhtree Solutions PTE Ltd	Control	Ongoing	Ordinary course of business	153.45
<b>Purchases</b>				
M/s. Sreeven Infocom Ltd	Control	N.A	Ordinary course of business	291.60

<b>Managerial Remuneration</b> L N Rama Krishna	Managing Director	01-04-2017 to 31-03-2018	As per the terms and conditions of appointment	57.97
<b>Reimbursement of Expenses</b> M/s. Bodhtree Solutions Inc.	Control	Ongoing	Not applicable	Nil
<b>Debit Balances</b>  M/s. Learnsmart (India) Pvt. Ltd.  M/s. Pressmart Media Ltd	Associate  Associate	N.A.  N.A.	N.A.  N.A.	358.62  0.22
<b>Credit Balances</b>  L N Rama Krishna  M/s. Kepler Information Systems Pvt Ltd	Managing Director  Control	N.A.  N.A.	Unsecured loan  Unsecured loan	9.55  0.57
<b>Investments</b>  M/s. Pressmart Media Limited  M/s. Learnsmart (India) Private Limited	Associate'  Associate	N.A.  N.A.	Equity  Equity	672.00  50.50

**For and on behalf of the Board  
For Bodhtree Consulting Ltd**

Place: Hyderabad  
Date: 30 May, 2018

**L N Rama Krishna.**  
Managing Director  
DIN: 03623543

**K Rajesh**  
Director  
DIN: 02727491

## ANNEXURE – VI

**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 equipment's;

**(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)

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
Value of Imports – CIF Basis	Nil	Nil
Expenditure in Foreign Currency	1,99,55,248	2,34,85,849
Foreign Currency Earnings – FOB basis	18,90,00,195	17,27,00,735

**For and on behalf of the Board  
For Bodhtree Consulting Ltd**

Place: Hyderabad  
Date: 30 May, 2018

**L N Rama Krishna.**  
Managing Director  
DIN: 03623543

**K Rajesh**  
Director  
DIN: 02727491



**ANNEXURE - VII****CORPORATE GOVERNANCE REPORT**

(Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Company's shares were listed on M/s. BSE Limited w.e.f. 04.05.2015 through direct listing after exit of M/s. Madras Stock Exchange Ltd. The Corporate Governance Report has been prepared in accordance with Regulation 34(3), 53(f) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 herein after called as Listing Regulations.

**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.

**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 Independent Directors are more than 1/3<sup>rd</sup> of the total number of Directors with the Managing Director being the only Executive Director on the Board of the 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 Attended	No. of other Directorships <sup>1</sup>	Committee Positions <sup>2</sup>	
		Held	Attended			Member	Chairman

Sanjiv Gupta	Non-executive Promoter Director	6	6	Yes	6	0	0
L N Rama Krishna	Managing Director	6	6	Yes	0	0	0
K Srinivasa Rao <sup>4</sup>	Non-executive, Independent Director	1	1	No	0	0	0
K. Rajesh	Non-executive Independent Director	6	5	Yes	4	4	4
Krishnan Jayaraman <sup>3</sup>	Non-executive Director	1	0	No	0	0	0
Muthukrishnan Swaminathan	Non-executive Independent Director	6	6	Yes	4	2	0
Muneashwari Lakkimsetti	Non-executive, Non-Independent Director	6	5	Yes	1	2	0

1. Excluding Directorship in Foreign Companies and Companies incorporated u/s.8 of Companies Act, 2013

2. Only Membership of Audit and Stakeholders Relationship Committees are considered.

3. Vacated the office of Directorship u/s 167 (1) (b) of the Companies Act, 2013 w.e.f. 11 May, 2017.

4. Resigned as Director w.e.f. 25 May, 2017.

During the year under review Six Board Meetings were held on 11.05.2017, 15.06.2017, 14.09.2017, 14.12.2017, 14.02.2018 and 30.03.2018.

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 Regulations 18 of the Listing Regulations 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 Regulation 18 of the Listing Regulations 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 Regulation 18 of the Listing Regulations.

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

<b>S No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>No. of meetings held during the period</b>	<b>No. of Meetings attended</b>
1	K. Rajesh	Chairman	4	3
3	Muthukrishnan Swaminathan	Member	4	4
4	L Muneashwari	Member	4	3

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

Managing Director, Chief Financial Officer, 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 11<sup>th</sup> May, 2017; 14<sup>th</sup> September, 2017; 14<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018. The gap between two audit Committee meetings was not more than four months except for second meeting by four days. 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 Regulations. 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 the said committee is as follows:

<b>S No.</b>	<b>Name of the Director</b>	<b>Nature of Directorship</b>	<b>Category</b>	<b>No. of meetings held during the year</b>	<b>No. of meetings attended</b>
1	Muthukrishnan Swaminathan <sup>#</sup>	Non-executive Non-Independent Director	Member	2	2
2	K. Rajesh	Non-executive Independent Director	Chairman	2	2
3	Sanjiv Gupta	Non-executive Non-Independent Director	Member	2	2

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

The Nomination and Remuneration Committee meetings were held 2 (two) times during the year under review on 11<sup>th</sup> May, 2017 and 14<sup>th</sup> February, 2018.

The Nomination and 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
L N Rama Krishna.	60,00,000	-	Managing Director	60,00,000

#### 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 31-03-2018
Sanjiv Gupta	34,000	21,34,500
K. Srinivasa Rao*	5,000	NIL
K. Rajesh	41,000	NIL
Krishnan Jayaraman\$	NIL	NIL
Muthukrishnan Swaminathan	50,000	NIL
L Muneashwari	37,000	NIL

\* Resigned w.e.f 25th May, 2017.

\$ Vacated office w.e.f. 11<sup>th</sup> May, 2017.

Other than payment of sitting fees to Non-executive Directors and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company, there was no material pecuniary relationship or transaction with the Company. The Company has not issued any stock options to its Directors/Employees during the current year.

#### 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	L Muneashwari	Member
4	Muthukrishnan Swaminathan	Member

The Committee meetings were held 4 (four) times during the year under review on 11<sup>th</sup> May, 2017; 14<sup>th</sup> September, 2017; 14<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018. The gap between two Committee meetings was not more than four months except for second meeting by four days. The necessary quorum was present at all the meetings. The Company Secretary acts as Secretary for the meetings.

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 Regulation 27 of the Listing Regulations, 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 31<sup>st</sup> March, 2018.

The Committee oversees the performance of the Registrar and Transfer agents and recommend measures for overall improvement in the quality of investor services.

Email-id for Investor Grievances: [cosecy@bodhtree.com](mailto:cosecy@bodhtree.com)

#### **d) Risk Management Committee:**

Risk Management Committee was voluntarily constituted in accordance with the Listing Agreement. The composition of Risk Management committee is as follows:

<b>S. No.</b>	<b>Name of the Director</b>	<b>Designation</b>
1	K. Rajesh	Chairman
2	L Muneashwari	Member
4	Muthukrishnan Swaminathan	Member

Chairman and members of the 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:**

<b>Year</b>	<b>Location</b>	<b>Date&amp; Time</b>	<b>Special Resolutions</b>
2016-17	Crystal-I, Radisson Hotel, HITEC City, Gachibowli, Hyderabad – 500032, Telangana	22.07.2017 09.30 A.M.	Nil
2015-16	Crystal-II, Radisson Hotel, HITEC City, Gachibowli, Hyderabad – 500032, Telangana	30.09.2016 09.00 A.M.	i) Regularization of Additional Director ii) Approval for Related Party Transactions iii) Approval of ESOP Plan, 2016 iv) to borrow money v) creation of charge vi) further issue of

			securities vii) Approval of limits for the loans and investments by the Company.
2014-15	Best Western Jubilee Ridge, Plot No. 38 & 39, Kavuri Hills Next to HITEC city, Madhapur, Hyderabad -500034, Telangana State, India	30.09.2015 04.00 P.M.	i) Issue of Compulsory Convertible Preference Shares; ii) Adoption of new set of Articles; and v) Approval of Related Party Transactions.

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

Year	Date	Special Resolutions
2017-18	No Extra Ordinary General Meeting of the Members was held during the year	
2016-17	No Extra Ordinary General Meeting of the Members was held during the year	
2015-16	No Extra Ordinary General Meeting of the Members was held during the year	

**iii) Special Resolution passed during the year through postal ballot:**

-NIL-

**V. DISCLOSURES:**

**i) Disclosures on Materially Significant Related Party Transactions:**

Besides the transactions mentioned elsewhere in 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. 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 provision of LODR Regulations, pertaining to CEO/CFO certification for the financial year ended 31<sup>st</sup> March, 2018.

**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 31<sup>st</sup> March, 2018. 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 Listing Regulations.

**viii) Relationships inter-se among Directors:**

Mr. L N Rama Krishna, Managing Director is the spouse of Mrs. Muneashwari Lakkimsetti, Director of the Company. No other 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\\_Transactions.pdf](http://www.bodhtree.com/downloads/Policy_on_Related_Party_Transactions.pdf)

**VI. MEANS OF COMMUNICATION:**

**a) Quarterly results:**

The quarterly results of the Company are published in accordance with the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in widely circulated newspapers namely Business Standard (English daily) and Andhra Prabha/ Nava Telangana (Telugu daily).

**b) Newspapers wherein results normally published:**

The results of the Company are published in widely circulated newspapers namely Business Standard (English daily) and Andhra Prabha/ Nava Telangana (Telugu daily).

c) Any website, where displayed:

The results of the Company are displayed on the Company's website: [www.Bodhtree.com](http://www.Bodhtree.com).

d) Whether it also displays official news releases

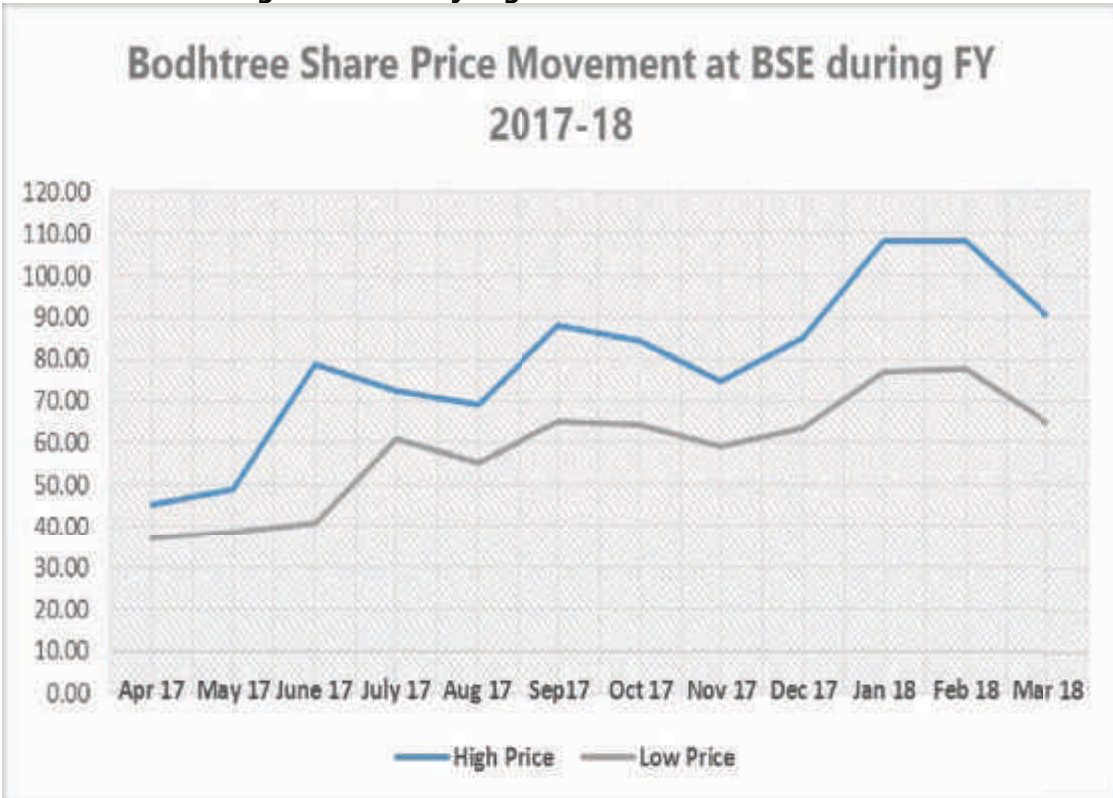
Official news releases along with quarterly results are displayed on the Company website: [www.Bodhtree.com](http://www.Bodhtree.com).

Management Discussion & Analysis forms part of the Annual Report.

## VII. GENERAL SHAREHOLDER INFORMATION:

a.	Annual General Meeting:	36 <sup>th</sup> Annual General Meeting			
	Date and time	20 September, 2018 at 09.30 A.M.			
	Place	Crystal-I, Radisson, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032			
b.	Financial Year	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018			
c.	Date of Book Closure	12 <sup>th</sup> September, 2018 to 20 <sup>th</sup> September, 2018 (Both days inclusive)			
d.	Dividend Payment Date	N.A.			
e.	Listing on Stock Exchanges	M/s. BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai Listed on BSE w.e.f. 4 <sup>th</sup> 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		High Price	Low Price	No. of Shares Traded
		Month			
		Apr-17	45.45	37.00	290122
		May-17	49.15	38.50	302264
		Jun-17	78.80	41.00	1299275
		Jul-17	72.45	61.00	343800
		Aug-17	68.95	55.30	256239
		Sep-17	87.95	65.05	552897
		Oct-17	84.40	64.20	293326
		Nov-17	74.70	59.00	320752
		Dec-17	85.00	63.50	1105511
		Jan-18	108.20	77.00	1115980
		Feb-18	108.15	77.55	912443



		Mar-18	90.70	65.00	378155
<p><b>Bodhtree Consulting Ltd – Monthly High and Low Price Movement:</b></p>  <p><b>Bodhtree Share Price Movement at BSE during FY 2017-18</b></p> <p>Legend: High Price (Blue line), Low Price (Brown line)</p>					
<p><b>Performance in comparison to broad based indices of BSE Sensex:</b></p>					



		1001 - 2000	182	6.23	279427	1.40
		2001 - 3000	75	2.57	193464	0.97
		3001 - 4000	38	1.30	136711	0.68
		4001 - 5000	41	1.40	198457	0.99
		5001 - 10000	60	2.05	448223	2.25
		10001 and above	83	2.84	18106381	90.72
		<b>Total</b>	<b>2922</b>	<b>100.00</b>	<b>19958236</b>	<b>100.00</b>
<b>I.</b>	<b>Dematerialization of shares and Liquidity</b>	84.93% of the shares have been dematerialized up to 31 <sup>st</sup> March, 2018. Trading in Equity shares of the Company is permitted only in Dematerialized form.				
<b>m.</b>	<b>Outstanding GDRs/ADRs/warrants or convertible bonds, conversion date and likely impact on the equity</b>	NIL				
<b>n.</b>	<b>Employees Stock Options Scheme</b>	The Board in its Meeting held on 14 November, 2016 has approved BCL ESOP-2016 policy to its Employees with 10 Lakh fully paid-up Equity Shares, which were approved by the shareholders in the last Annual General Meeting held on 30 September, 2016. The in-principle approval for the said 10 lakh options was obtained from BSE on 04 January 2017. The Company did not grant any options during F.Y. 2017-18.				
<b>o.</b>	<b>Registered Office and Address for correspondence</b>	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				

**For and on behalf of the Board  
For Bodhtree Consulting Ltd**

Place: Hyderabad  
Date: 30 May, 2018

**L N Rama Krishna.**  
Managing Director  
DIN: 03623543

**K Rajesh**  
Director  
DIN: 02727491

## ANNEXURE – VIII

**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]*

To,  
**The Members,  
M/s. 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 **31<sup>st</sup> March, 2018** 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 31<sup>st</sup> March, 2018 according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the Rules made under and the Companies Act, 1956 (to the extent applicable);
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
  - v. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
    - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST);
    - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR) and amendments from time to time;
    - (e) The Securities and Exchange Board of India Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
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;
- (c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

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

- (a) The Information Technology Act, 2000 and the rules made there under; and
- (b) Policy relating to Software Technology Parks of India and its regulations

4. We have also examined compliance with the applicable clauses of the following and report that:

- (a) Secretarial Standards SS-1 and SS-2 with respect to meetings of the board of directors and general meetings respectively issued and notified by The Institute of Company Secretaries of India which came into force w.e.f. 1<sup>st</sup> July, 2015 under the provisions of section 118(10) of the Act.

**We report that** during the period under review the Company has duly complied with the provisions of the Companies Act, Regulations of SEBI and other applicable acts as specified above to the industry of the Company.

5. **During the Period under review:**

- i) Mr. Kommineni Srinivasa Rao resigned from the office of Directorship w.e.f. 25<sup>th</sup> May, 2017.
- ii) Mr. Krishnan Jayaraman vacated the office of director under section 167 (b) of the Companies Act, 2013 w.e.f. 11<sup>th</sup> May, 2017.

**iii) As on 31<sup>st</sup> March, 2018 Mr. Sanjiv Gupta, Non-Executive Director (DIN: 00233040) and Mr. Katragadda Rajesh, Independent Director (DIN: 02727491) have been named as disqualified directors under the provisions of section 164(2)(a) of the Act by the Office of the Registrar of Companies, Andhra Pradesh & Telangana. However, during the financial year 2018-19 the disqualification has been removed on compliance with the said provisions of section 164(2)(a) of the Act.**

**We further report** that there was no prosecution initiated and no fines or penalties were imposed for the year under the Companies Act, SEBI Act, SCRA or other SEBI Regulations on the Company or its Directors and Officers **except the disqualification which has been contested, to Mr. Katragadda Rajesh & Mr. Sanjiv Gupta under the provisions of section 164(2)(a).**

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 is in place 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 were 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.

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc.

**We further report that during the year under review:**

1. 24,25,935 – 0.001% Compulsory Convertible Preference Shares , which were issued to Prameya World Wide Pte. Ltd. on preferential basis, have been converted into 19,12,069 Equity shares of face value of Rs. 10/- each at a premium of Rs.30.60/- each per share on 26 April, 2017. **However, Trading Approval for the said shares is yet to be obtained from the BSE Limited as the said shares are not yet credited to beneficiary account of said allottee since the allottee has not provided beneficiary account details to the Company.**
2. **Reporting under the provisions of Reserve Bank Master Circular vide Notification No.FEMA 20/2000-RB dt.3<sup>rd</sup> May, 2000 for certain investments received by the Company from Non-Resident Indians under Foreign Direct Investment, is not yet made and we were informed that the Company is in the process of filing compounding.**

**We further report that during the year under review summons for personnel hearing under Section 13, 16(1) & 36(1) of FEMA, 1999 was received during the year under review from the office of Joint Director, Enforcement Directorate, Hyderabad Zonal Office dated 20.10.2017 in the matter of non-submission of Annual Performance Report on Overseas Direct Investment made by the Company in the erstwhile Joint Ventures M/s. Perigon LLC., USA and M/s. Many Futures Inc., USA. We were informed that the Company is in the process of filing Compounding Application for delay in filing of annual performance reports.**

**For P.S. Rao & Associates**  
Company Secretaries

Place: Hyderabad  
Date: 30.05.2018

**P.S. RAO**  
Company Secretary  
ACS No: 9769  
C P No: 3829

This Report is to be read with our letter of even date which is annexed as '**Annexure – A**' and forms an integral part of this report.



To,  
**The members,**  
**M/s. Bodhtree Consulting Limited**  
**Hyderabad**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For P.S. Rao & Associates**  
Company Secretaries

Place: Hyderabad  
Date: 30.05.2018

**P.S. RAO**  
Company Secretary  
ACS No: 9769  
C P No: 3829



**ANNEXURE – IX**

**Disclosure pursuant to Section 62 of the Companies Act, 2013 read with rules made there under and SEBI (Share Based Employee Benefits) Regulations, 2014 regarding stock options.**

<b>Sl. No</b>	<b>Particulars</b>	<b>Details</b>
1	Date of Shareholders Approval	30 September, 2016
2	Total number of options to be granted	10,00,000
3	Vesting requirements	<ul style="list-style-type: none"> <li>- 50% of Granted Options on completion of 1 year from the date of Grant.</li> <li>- 50% of Granted Options on completion of 2 years from the date of Grant.</li> </ul>
4	The pricing formula/Exercise Price	Fair Value and the options will be granted at the price decided by the Nomination and Remuneration Committee at the time of granting options [exercise price].
5	Maximum term of Options granted	5 years
6	Options vested up to 31 March 2017	Nil
7	Options exercise up to 31 March 2017	Nil
8	Options lapsed up to 31 March 2017	Nil
9	Total number of shares arising as a result of exercise of options.	Exercise of Options not yet commenced.
10	Variations of terms of Options	Nil
11	Details of Options granted to Key Managerial Personnel	Options yet to be granted as on 31 March, 2018.
12	Total number of Options in force as at 31 March 2018.	10,00,000
13	Any other employee who receives a grant in any one year of option amounting to 5% or more of options granted during that year.	Nil
14	Identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital [excluding outstanding warrants and conversions] of the company at the time of the grant.	Nil
15	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options during the year calculated in accordance with Accounting Standard [AS-20]	There were no shares exercised during the year and Diluted Earnings Per Share is Rs. 2.17.
16	Where the company has calculated employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used fair value options, shall be disclosed. The impact of this difference on profits and on	The Company will calculate employee compensation cost using the Fair value.

	EPS of the Company	
17	Weighted Average Exercise Price and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than market price of the stock.	N/A.

**M/s. N K R & Co**

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

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To

The Members of M/s. Bodhtree Consulting Limited,

**CERTIFICATE ON CORPORATE GOVERNANCE**

We have examined the compliance of conditions of corporate governance by M/s. Bodhtree Consulting Limited ("the Company"), for the year ended March 31, 2018, as stipulated in Chapter IV of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was 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. 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 Chapter IV of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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 N K R & Co**

Chartered Accountants

Firm Registration No: 127820W

Place: Hyderabad

Date: 30 May, 2018

**T.N.V.Visweswara Rao**

Partner

Membership No: 204084

**Managing Director (CEO) and CFO Certification**

We have reviewed the financial statements read with the cash flow statement of Bodhtree Consulting Limited for the year ended March 31, 2018 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 might be misleading.  
  
(ii) These statements together 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 our 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 the Audit committee that there are no:
  - (1). Significant changes in internal control over financial reporting during the year;
  - (2). Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (3). Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Hyderabad  
Date: 30.05.2018

**L N Rama Krishna**  
Managing Director  
DIN. 03623543

**Prabhakar Rao Kallur**  
Chief Financial Officer

**DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT**

I, L N Rama Krishna, 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 financial year 2017-18.

Place: Hyderabad  
Date: 30.05.2018

**L N Rama Krishna**  
Managing Director  
DIN. 03623543

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BODHTREE CONSULTING LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **BODHTREE CONSULTING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and 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 Standalone 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 standalone 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 Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India.

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 standalone 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. 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 standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2018, and its profit , total comprehensive income, the changes in equity 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, 2016 ("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, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, based on our audit 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 including other comprehensive income, Statement of changes in Equity 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our report in 'Annexure B'; and
  - (g) 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 N K R & CO**  
Chartered Accountants  
(Firm Registration No. 127820 W)

T.N.V.Visweswara Rao  
Partner  
(Membership No. 204084)

Place: Hyderabad  
Date: 30/05/2018

**ANNEXURE A to the Auditor's Report**

**The annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31, 2018, we report that:**

- (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;
- (c) Since the company does not own any immovable properties Clause (i)(c) is not applicable to the Company.
- (ii) Since the company does not have inventory Clause (ii) of the Order is not applicable to the Company.
- (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 2013.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (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. Thus reporting under Clause (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the records of the company, the company is regular in depositing the undisputed statutory dues of Employee State Insurance and Professional Tax, however, the company has not deposited undisputed statutory dues of provident fund, income-tax, service tax, Goods and Services Tax, value added tax and central sales tax with the appropriate authorities. The arrears of statutory dues as at March 31, 2018 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	1,49,59,034
2.	Service Tax	1,59,02,838
3.	Provident Fund	2,55,87,188
4.	Value Added Tax	13,16,628
5.	Central Sales Tax	34,795
6.	Goods and Services Tax	1,95,04,184

- (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.
- (viii) According to the records of the company, the company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) According to the record of the company, during the year the company has not raised funds by way of public offering or term loans and hence reporting under Clause (ix) of the order is not applicable to the company.

- (x) 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.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- (xii) In our opinion, the Company is not a Nidhi Company, hence reporting under clause (xii) is not applicable to the Company.
- (xiii) In our opinion, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) During the year under review the company has not made preferential allotment or private placement of Shares or fully or partly paid convertible debentures and hence reporting under clause (xiv) of the order is not applicable to the company.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected to directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Place: Hyderabad  
RaoDate: 30/05/2018

**For N K R & CO**  
Chartered Accountants  
(Firm Registration No. 127820 W)

T.N.V.Visweswara  
Partner  
(Membership No. 204084)



**ANNEXURE B to the Auditor's Report**

Report on the Internal Financial controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **BODHTREE CONSULTING LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of 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, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error

or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N K R & CO**

Chartered Accountants  
(Firm Registration No. 127820 W)

Place: Hyderabad  
Date: 30/05/2018

T.N.V.Visweswara Rao  
Partner  
(Membership No. 204084)

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2018

		Amount in Rs.		
Particulars	Note No.	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016
<b>I. ASSETS</b>				
<b>(1) Non-Current Assets</b>				
(a) Property, Plant and Equipment	4	51,022,436	38,974,142	45,006,240
(b) Intangible Assets		98,208,205	99,047,472	948,880
(c) Intangible Asset Under Development		87,141,588	76,943,237	97,274,988
		<b>236,372,229</b>	<b>214,964,851</b>	<b>143,230,108</b>
(d) Financial Assets				
(i) Investments	5	73,075,710	73,372,409	73,317,409
(e) Deferred Tax Asset	6	10,625,383	9,220,159	11,864,831
		<b>320,073,322</b>	<b>297,557,419</b>	<b>228,412,348</b>
<b>(2) Current Assets</b>				
(a) Financial Assets				
(i) Trade receivables	7	577,211,026	381,567,049	244,319,352
(ii) Cash and cash equivalents		2,670,101	2,388,234	158,014
(iii) Bank balances other than (ii) above	8	27,898,924	33,444,500	22,217,088
(iv) Loans and advances	9	40,084,267	44,825,794	49,807,731
(v) Other Financial Assets	10	13,620,295	15,571,467	16,112,195
(b) Current Tax Assets (Net)	11	65,253,398	41,567,065	35,069,325
(c) Other Current Assets	12	45,792,711	92,583,566	58,364,408
		<b>772,530,722</b>	<b>611,947,675</b>	<b>426,048,113</b>
<b>Total Assets</b>		<b>1,092,604,044</b>	<b>909,505,094</b>	<b>654,460,461</b>
<b>II. EQUITY AND LIABILITIES:-</b>				
<b>EQUITY</b>				
(a) Equity Share Capital	13	199,582,360	180,461,670	175,461,670
(b) Other Equity	14	240,327,736	228,384,860	205,836,523
		<b>439,910,096</b>	<b>408,846,530</b>	<b>381,298,193</b>
<b>LIABILITIES</b>				
<b>(1) Non-Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	15	31,187,917	4,364,654	3,663,664
(b) Provisions	16	6,902,377	4,352,245	3,589,696
		<b>38,090,294</b>	<b>8,716,899</b>	<b>7,253,360</b>
<b>(2) Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	17	181,230,611	72,777,227	102,558,574
(ii) Trade Payables	18	182,148,008	150,304,258	42,667,330
(iii) Other Financial Liabilities	19	49,293,146	26,403,022	10,751,226
(b) Other Current Liabilities	20	200,998,045	239,788,863	107,128,629
(c) Provisions	21	933,844	2,668,295	2,803,150
		<b>614,603,654</b>	<b>491,941,665</b>	<b>265,908,908</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,092,604,044</b>	<b>909,505,094</b>	<b>654,460,461</b>
<i>Significant Accounting Policies</i>	2-3			
<i>The Notes referred to above and Statement on Significant Accounting Policies form an integral part of the Financial Statements.</i>				
As per our attached report of even date				
<b>For N K R &amp; CO</b>		<b>For Bodhtree Consulting Limited</b>		
<b>Chartered Accountants</b>		CIN: L74140TG1982PLC040516		
Firm Reg. No: 127820W				
<b>T.N.V.Visweswara Rao</b>		<b>L. N.Ramakrishna</b>		
<b>Partner</b>		<b>Managing Director</b>		
<b>M.No. 204084</b>		DIN: 03623543		
		<b>K. Rajesh</b>		
		<b>Director</b>		
		DIN: 02727491		
		<b>K.Prabhakar Rao</b>		
		<b>Chief Financial Officer</b>		
		<b>K.Srikanth Reddy</b>		
		<b>Company Secretary</b>		
Place: Hyderabad		Place: Hyderabad		
Date: 30/05/2018		Date: 30/05/2018		

## STANDALONE STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH 2018

			Amount in Rs.	
	Particulars	Note No.	Year Ended 31st March, 2018	Year Ended 31st March, 2017
	<b><u>Income:</u></b>			
	Revenue from operations	22	1,144,950,904	787,616,390
	Other Income	23	2,295,112	8,762,353
	<b>Total Revenue - (A)</b>		<b>1,147,246,015</b>	<b>796,378,743</b>
	<b><u>Expenses:</u></b>			
	Work Execution expenses	24	786,419,891	507,413,894
	Employee Benefits Expense	25	160,258,145	159,185,086
	Finance Costs	26	20,811,809	25,152,233
	Depreciation and Amortization Expense	4	57,928,229	12,038,888
	Other Expenses	27	56,034,741	47,981,096
	<b>Total Expenses - (B)</b>		<b>1,081,452,815</b>	<b>751,771,197</b>
	<b>Profit before exceptional items and tax - (A) -(B)</b>		<b>65,793,200</b>	<b>44,607,546</b>
	Exceptional Items		-	-
	<b>Profit Before Tax</b>		<b>65,793,200</b>	<b>44,607,546</b>
	<b><u>Tax expense:</u></b>	28		
	(a) Current Tax		22,866,085	8,778,675
	(Less):- Mat Credit / Reversal		-	226,975
	(b) Taxes of Earlier Years		-	3,912,596
	(c) Deferred Tax - Liability / (Asset)		(1,367,709)	3,293,602
	<b>Profit/(Loss) for the Year</b>		<b>44,294,824</b>	<b>28,395,698</b>
	<b>Other Comprehensive Income</b>			
	<b><u>A. Items that will not be reclassified to profit or loss</u></b>			
	Remeasurements of post employment benefit		(1,257,243)	(1,496,291)
	Income tax on these item		37,515	709,699
	<b><u>B. Items that will be reclassified to profit or loss</u></b>		-	-
	<b>Total Comprehensive income for the period</b>		<b>43,075,096</b>	<b>27,609,107</b>
	Earning per equity share:			
	(a) Basic	29	2.17	1.54
	(b) Diluted		2.17	1.35
	<b>Significant Accounting Policies</b>	2-3		

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 N K R & CO**  
Chartered Accountants  
Firm Reg. No: 127820W

**T.N.V.Visweswara Rao**  
Partner  
M.No. 204084

Place: Hyderabad  
Date: 30/05/2018

**For Bodhtree Consulting Limited**  
CIN: L74140TG1982PLC040516

**L. N.Ramakrishna**  
Managing Director  
DIN: 03623543

**K.Prabhakar Rao**  
Chief Financial Officer

Place: Hyderabad  
Date: 30/05/2018

**K. Rajesh**  
Director  
DIN: 02727491

**K.Srikanth Reddy**  
Company Secretary

Standalone Statement of Changes in Equity for the year ended March 31, 2018

a. Equity Share Capital

Amount In Rs.

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at the beginning of the reporting period	180,461,670	175,461,670
Changes in equity share capital during the year	19,120,690	5,000,000
Balance at the end of the reporting period	<b>199,582,360</b>	<b>180,461,670</b>

b. Other Equity

Statement of Changes in Equity

Particulars	0.001% CCP Shares of 10 each	Securities Premium	Other Reserves	Retaining Earnings	Total
<b>Balance as at April 01, 2016</b>	30,509,380	130,945,975	5,000,000	39,381,168	205,836,523
Addition / (deletion ) during the year / Period	(6,250,000)	1,250,000	-	(60,770)	(5,060,770)
Profit / (Loss) for the year	-	-	-	28,395,698	28,395,698
Other comprehensive income for the year	-	-	-	(786,592)	(786,592)
Total comprehensive income for the year	-	-	-	<b>27,609,107</b>	<b>27,609,107</b>
<b>Balance as at April 01, 2017</b>	<b>24,259,380</b>	<b>132,195,975</b>	<b>5,000,000</b>	<b>66,929,505</b>	<b>228,384,860</b>
Addition / (deletion ) during the year / Period	(24,259,380)	5,138,675	-	-	(19,120,705)
Profit / (Loss) for the year	-	-	-	44,294,824	44,294,824
Other comprehensive income for the year	-	-	-	(1,219,728)	(1,219,728)
Total comprehensive income for the year	-	-	-	<b>43,075,096</b>	<b>43,075,096</b>
Dividend and Dividend Tax paid	-	-	-	(12,011,514)	(12,011,514)
<b>Balance as at March 31, 2018</b>	-	<b>137,334,650</b>	<b>5,000,000</b>	<b>97,993,086</b>	<b>240,327,736</b>

**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 various 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.

**2 Significant Accounting Policies**

**a. Basis of Preparation:**

The Standalone financial Statements have been prepared to comply in all material aspects with the Accounting Standards notified under Section 133 of Companies Act, 2013 as per Companies (Indian Accounting Standards (Ind AS) Rules, 2015 and other relevant provisions of the Companies Act, 2013 and rules framed thereunder. Till the year ended 31st March 2017 the financial statement of the company have been prepared as per Companies (Accounting Standards) Rules, 2006 as amended and other relevant provisions of the Companies Act, 2013 and rules framed thereunder.

**b. Use of estimates:**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosures relating to contingent liabilities, at the end of the reporting period. Actual results could differ from these estimates and adjustments are recognised in the periods in which the results are known / materialised.

**c. Property Plant and Equipment:**

Under the previous GAAP (Indian GAAP), Property Plant and Equipment were recorded at cost of acquisition or construction. On transition to Ind AS, the Company has elected to continue with the carrying value measured as per previous GAAP for the balances. These values are recognized as deemed cost as at April 01, 2016.

Cost of acquisition comprises of all costs incurred to bring the assets to their location and working condition up to the date the assets are put to their intended use. Costs of construction are composed of those costs that relate directly to specific assets and those that are attributable to the construction or project activity in general and can be allocated to specific assets up to the date the assets are put to their intended use.

Depreciation on fixed assets 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 of 3 years. Amortisation is charged on pro-rata basis from the date of capitalisation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Expenditure incurred towards development eligible for capitalization are carried as intangible assets under development where such assets are not yet ready for their intended use.

An Intangible asset is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is de-recognised.

**d. Impairment of assets other than financial assets:**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount but limited to the carrying amount that would have been determined (net of depreciation / amortization and depletion) had no impairment loss been recognised in prior accounting periods. A reversal of an impairment loss is recognised immediately in P&L.

**e. Revenue Recognition:**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable.

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.

Revenue from sale of licenses, hardware and other related items are recognized when the significant risk and rewards of ownership and title of the product is transferred to the buyer which generally coincides with acknowledgement of delivery. The value of the sale is net of taxes.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Divided income is recognised on right to receive the payment is established.

**f. Impairment of assets:**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount but limited to the carrying amount that would have been determined (net of depreciation / amortization and depletion) had no impairment loss been recognised in prior accounting periods. A reversal of an impairment loss is recognised immediately in P&L.

**g. Investments:**

- i) Classification -: The company classifies its financial assets at fair value (either through other comprehensive income, or through profit or loss). The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.
- ii) Measurement-: At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction cost that are directly attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed in profit or loss.
- iii) Investments in subsidiary / Associate companies are recorded at cost and reviewed for impairment at each reporting date

**h. Foreign currency transactions/translations:**

- i) Functional and Presentation Currency - The company's financial statements are presented in Indian Rupee (Rs.) , which is also the company's functional and presentation currency
- ii) Transactions in foreign currencies are translated into functional currency using the exchange rate at the date of the transactions. Foreign exchange gains / loss from transaction and translation of monetary items at the end of the year are recognised in statement of profit and loss accounts.
- iii) Non monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined. The gain or loss on translation of non monetary items measured at fair value is recognised in Other comprehensive income or Profit and loss.

**i. Retirement and other Employee benefits:****i. Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**ii. Other long-term employee benefit obligations**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss

The Company operates the following post-employment schemes:

- (a) defined benefit plans
  - (b) defined contribution plans
- Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost and Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised in statement of Profit & Loss account.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

Defined contribution plans

Provident fund contributions are recognised as employee benefit expense when they are due.

**j. Income Tax:**

Tax expense represents the sum of Current Tax and Deferred Tax. Current and deferred tax are recognised as an expense or income in the income statement, except when they relate to items credited or debited directly to equity, in which case the tax is also recognised directly in equity.

**i. Current Tax-** Current Tax payable by Company is computed in accordance with the applicable tax rates and tax laws.

**ii. Deferred Tax-** Deferred tax is recognised on all temporary differences between the carrying amount of Assets and Liabilities in the Financial Statements and the corresponding tax bases used in computation of Taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset will be realized or the liability will be settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

**k. 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. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

**l. Provisions, contingent liabilities and contingent assets:**

A provision is recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Contingent liabilities are not recognised but disclosed unless the probability of an outflow of resources is remote. Contingent assets are not recognized but disclosed when an inflow of economic benefits is probable.

**m. Borrowing costs:**

Borrowing costs are expensed as incurred and any Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Ind AS 23 on "Borrowing Costs" are capitalised as part of the cost of such asset up to the date when the asset is ready for its intended use.



Borrowing costs are expensed as incurred and any Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Ind AS 23 on "Borrowing Costs" are capitalised as part of the cost of such asset up to the date when the asset is ready for its intended use.

**n. Financial Instruments:**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

i. Cash and cash equivalents- The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

ii. Financial assets at amortised cost- Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii. Financial assets at fair value through other comprehensive income (FVTOCI)- Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

iv. Financial assets at fair value through profit or loss (FVTPL)- Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

v. Financial liabilities are measured at amortised cost using the effective interest method.

vi. Equity investments other than equity investment in subsidiaries & associates- Investments in equity instruments are classified as at FVTPL, unless the company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

vii. Equity instruments- An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are measured at the proceeds received net of direct issue costs.

viii. Offsetting of financial instruments- Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

ix. Impairment of Financial assets- The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**o. Segment Reporting:**

The Company has only one reportable business segment, which is Software and related products. Accordingly, the amounts appearing in the standalone financial statements relate to the Company's single business segment.

**p. Earning Per Share:**

The company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

**3 FIRST-TIME ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS)**

These standalone financial statements of Bodhtree Consulting Limited for the year ended 31st March, 2018 have been prepared in accordance with Ind AS. For the purpose of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101-First time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the standalone financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 2 have been applied in preparing the standalone financial statements for the year ended 31st March, 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the standalone Balance Sheet and Statement of Profit and Loss, is set out in notes given below.



**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018**

(Amount in Rs.)

PARTICULARS		2017-18	2016-17
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>			
Profit for the year		43,075,096	27,609,107
<b>Adjustment for:</b>			
Tax Expense	21,460,862	15,502,148	
Fair value difference of financial Instruments	296,699	(55,000)	
Depreciation	57,928,229	12,038,888	
Finance Costs	20,811,809	13,117,193	
Interest received	(2,295,112)	(2,027,008)	
Provision for Gratuity	3,832,611	2,328,693	
Provision for Leave Encashment	519,835	734,857	
Liabilities no longer required to be paid	-	(3,975,001)	
Payment to Employees no longer required to be paid	-	(80,515)	
Unrealised exchange loss/(profit)	468,282	577,269	
Loss/(Profit) on Sale of Asset	-	(393,766)	
		103,023,216	37,767,757
<b>Operating profit before working capital changes</b>		<b>146,098,311</b>	<b>65,376,864</b>
<b>Adjustment for change in Working Capital</b>			
Decrease/(Increase) in Short Term Loans & Advances	4,741,527	4,981,937	
Decrease/(Increase) in Other Financial Assets	1,951,172	540,728	
Decrease/(Increase) in Trade Receivables	(196,112,259)	(137,824,966)	
Decrease/(Increase) in Other Current Assets	46,790,855	(34,219,158)	
Increase/(Decrease) in Trade Payables	31,843,750	111,611,929	
Increase/(Decrease) in Other Financial Liabilities	16,001,165	15,383,385	
Increase/(Decrease) in Other Current Liabilities	(63,000,532)	132,740,749	
Gratuity Paid	(2,737,320)	(1,554,980)	
Leave Encashment Paid	(799,443)	(880,876)	
		(161,321,085)	90,778,749
<b>Cash Generated from Operations</b>		<b>(15,222,774)</b>	<b>156,155,612</b>
<b>Less:</b>			
Aggregate Direct Taxes paid/(Refund)	23,686,333	19,415,986	
		23,686,333	19,415,986
<b>Net Cash from Operating Activities</b>		<b>(38,909,107)</b>	<b>136,739,626</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>			
Purchase of Fixed Assets	(29,137,256)	(6,176,480)	
Product Development Cost	(50,198,351)	(78,593,386)	
Sale of Fixed Assets	-	1,390,000	
Interest Received on Fixed Deposit	2,295,112	2,027,008	
		(77,040,495)	(81,352,858)
<b>Net Cash used in Investing Activities</b>		<b>(77,040,495)</b>	<b>(81,352,858)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Proceeds from Non-Current Borrowings	37,120,968	4,108,864	
Repayment of Non-Current Borrowings	(3,408,750)	(3,139,460)	
Movement in Current Borrowings	108,453,384	(29,781,347)	
Bank Balance not considered as cash and cash equivalents (Refer Note: 8)	5,545,576	(11,227,412)	
Dividends Paid (including distribution tax)	(10,667,900)	-	
Finance Costs	(20,811,809)	(13,117,193)	
		116,231,469	(53,156,548)
<b>Net cash generated through financing activities</b>		<b>116,231,469</b>	<b>(53,156,548)</b>
<b>Net Increase/(Decrease) in Cash and equivalents (A+B+C)</b>		<b>281,867</b>	<b>2,230,220</b>
Cash & Cash Equivalents at the Beginning of the Year		<b>2,388,234</b>	<b>158,014</b>
Cash & Cash Equivalents at the End of the Year		<b>2,670,101</b>	<b>2,388,234</b>

Note:-

- (i). The above cash flow statement has been prepared under the indirect method as set out in the Ind AS-7 'Statement of Cash Flows'.
- (ii). Cash and cash equivalents included in the cash flow statement comprise of the following balance sheet amounts:

	2017-18	2016-17
Cash and cash equivalents at the end of the year as per cash flow statement	2,670,101	2,388,234
Add: In Deposit a/c - Held as Security for the Loan and Margin Money against Bank Guarantee	27,898,924	33,444,500
<b>Cash and cash equivalents at the end of the year as per Note: 8</b>	<b>30,569,024</b>	<b>35,832,734</b>

As per our attached report of even date

For N K R & CO  
Chartered Accountants  
Firm Reg. No: 127820W

T.N.V.Visweswara Rao  
Partner  
M.No. 204084

For Bodhtree Consulting Limited  
CIN: L74140TG1982PLC040516

L. N.Ramakrishna  
Managing Director  
DIN: 03623543

K. Rajesh  
Director  
DIN: 02727491

K.Prabhakar Rao  
Chief Financial Officer

K.Srikanth Reddy  
Company Secretary

Place: Hyderabad  
Date: 30/05/2018

Place: Hyderabad  
Date: 30/05/2018

## Notes Forming Integral Part of the Standalone Balance Sheet as at 31st March, 2018

## Note 4

## Property, plant and equipment

Description	Property, Plant & Equipment							Intangible Assets			
	Computer - Hardware	AC's/UPS/ Stabilisers	Electrical Items	Office Equipment	Audio & Video Systems	Furniture & Fixtures	Vehicles	Total	Computer - Software	Developed Software Products	Total
Gross carrying amount											
As at 01 April 2016	46,507,535	9,450,392	4,080,861	4,620,323	197,000	16,176,732	24,384,237	105,417,080	15,758,073	-	15,758,073
Additions during the year	717,502	-	-	-	-	-	5,458,978	6,176,480	-	98,925,137	98,925,137
Disposals during the year	-	-	-	-	-	-	2,887,125	2,887,125	-	-	-
As at 31 March 2017	47,225,037	9,450,392	4,080,861	4,620,323	197,000	16,176,732	26,956,090	108,706,435	15,758,073	98,925,137	114,683,210
Additions during the year	14,648,963	270,450	744,240	13,473,603	-	-	-	29,137,256	40,000,000	-	40,000,000
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2018	61,874,000	9,720,842	4,825,101	18,093,926	197,000	16,176,732	26,956,090	137,843,691	55,758,073	98,925,137	154,683,210
Accumulated depreciation											
As at 01 April 2016	38,107,813	3,043,542	883,830	2,882,558	179,617	5,297,975	10,015,504	60,410,840	14,809,193	-	14,809,193
Additions during the year	3,387,615	1,828,757	398,256	573,394	14,218	1,780,625	3,229,479	11,212,344	740,710	85,834	826,544
Disposals during the year	-	-	-	-	-	-	1,890,891	1,890,891	-	-	-
As at 31 March 2017	41,495,428	4,872,299	1,282,086	3,455,952	193,835	7,078,600	11,354,092	69,732,293	15,549,903	85,834	15,635,737
Additions during the year	7,211,054	1,500,925	451,331	2,709,986	-	1,625,173	3,590,492	17,088,961	-	40,839,268	40,839,268
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2018	48,706,482	6,373,224	1,733,417	6,165,938	193,835	8,703,773	14,944,584	86,821,254	15,549,903	40,925,102	56,475,005
Net carrying amount											
As at 01 April 2016	8,399,722	6,406,850	3,197,031	1,737,765	17,383	10,878,757	14,368,733	45,006,240	948,880	-	948,880
As at 31 March 2017	5,729,609	4,578,093	2,798,775	1,164,371	3,165	9,098,132	15,601,998	38,974,142	208,170	98,839,303	99,047,473
As at 31 March 2018	13,167,518	3,347,618	3,091,684	11,927,988	3,165	7,472,959	12,011,506	51,022,437	40,208,170	58,000,035	98,208,205

Intangible Assets under Development : 87,141,588 (March 31, 2017: 76,943,237, April 01, 2016: 97,274,988).

## Note:

Intangible Assets under Development represents the cost incurred by the company on development of software which will be capitalised on completion thereof.

Notes Forming Integral Part of the Standalone Balance Sheet as at 31st March, 2018

Note : 5 Investments		Amount in Rs.		
	Particulars	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016
	<b>Investment in Equity Instruments</b>			
	<u>Unquoted</u>			
	<u>Investment in Subsidiary</u>			
	Bodhtree Human Capital Private Limited 10,000 (31st Mar'17 : 10,000, 31st Mar'16 : 10,000) Equity Shares of Rs.10 each	100,000	100,000	100,000
	<u>Investments in Associates</u>			
	Learnsmart India Private Limited 505,000 (31st Mar'17 : 505,000, 31st Mar'16 : 505,000) Equity shares of Rs.10 each	5,050,000	5,050,000	5,050,000
	Pressmart Media Limited 5,257,924 (31st Mar'17 : 5,257,924, 31st Mar'16 : 5,257,924) Equity shares of Rs.10 each	67,199,710	67,199,710	67,199,710
	<u>Others</u>			
	Many Futures Inc Nil (31st Mar'17 : 497,669, 31st Mar'16 : 497,669) Equity Shares @ US \$ 1 each	-	22,699	22699
	<u>Quoted</u>			
	Hypersoft Technologies Limited 100,000 (31st Mar'17 : 100,000, 31st Mar'16 : 100,000) Equity Shares of Rs.10 each	726,000	1,000,000	945,000
	<b>Total</b>	<b>73,075,710</b>	<b>73,372,409</b>	<b>73,317,409</b>

Note : 6 Deferred Tax Asset / (Liabilities)		Amount in Rs.		
	Particulars	As at 31st March, 2018	As at 31st March, 2017	As At 1st April, 2016
	On account of depreciation	(4,381,003)	(7,869,750)	265,647
	On account of provisions, tax losses and investments	15,006,386	17,089,909	11,599,184
	<b>Total</b>	<b>10,625,383</b>	<b>9,220,159</b>	<b>11,864,831</b>

Note : 7 Trade Receivables		Amount in Rs.		
	Particulars	As at 31st March, 2018	As at 31st March, 2017	As At 1st April, 2016
	<b>(Unsecured, Considered Good)</b>			
	Trade Receivables	577,211,026	381,567,049	244,319,352
	<b>Total</b>	<b>577,211,026</b>	<b>381,567,049</b>	<b>244,319,352</b>

Notes Forming Integral Part of the Standalone Balance Sheet as at 31st March, 2018

<b>Note : 8 Cash &amp; Cash Equivalents</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Cash on Hand	538,815	473,510	518
	Balances with Banks -In Current Accounts with Banks	2,131,285	1,914,724	157,496
	<b>Sub Total (A)</b>	<b>2,670,101</b>	<b>2,388,234</b>	<b>158,014</b>
	<b>Bank balances other than above</b>			
	In Deposit a/c - Held as Security for the Loan and Margin Money against Bank Guarantee	27,898,924	33,444,500	22,217,088
	<b>Sub Total (B)</b>	<b>27,898,924</b>	<b>33,444,500</b>	<b>22,217,088</b>
	<b>Total [ A + B ]</b>	<b>30,569,024</b>	<b>35,832,734</b>	<b>22,375,102</b>
	Of the above, the balances that meet the definition of Cash and cash equivalents as per Ind AS 7 Cash Flow Statements	<b>2,670,101</b>	<b>2,388,234</b>	<b>158,014</b>

<b>Note : 9 Loans and Advances</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>(Unsecured, Considered Good)</b>			
	Advances to related parties	34,113,706	33,990,706	33,988,643
	Deposits	5,496,561	4,133,596	12,091,596
	Others	474,000	6,701,492	3,727,492
	<b>Total</b>	<b>40,084,267</b>	<b>44,825,794</b>	<b>49,807,731</b>

<b>Note : 10 Other Financial Assets</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>(Unsecured, Considered Good)</b>			
	Security Deposits	13,620,295	15,571,467	15,148,467
	Interest Accrued on Fixed Deposits	-	-	963,728
	<b>Total</b>	<b>13,620,295</b>	<b>15,571,467</b>	<b>16,112,195</b>

<b>Note : 11 Current Tax Assets (Net)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Advance Tax (Net )	62,744,137	39,057,804	32,333,089
	Mat Credit Entitlement	2,509,261	2,509,261	2,736,236
	<b>Total</b>	<b>65,253,398</b>	<b>41,567,065</b>	<b>35,069,325</b>

<b>Note : 12 Other Current Assets</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>(Unsecured, Considered Good)</b>			
	Advance to Suppliers	23,387,691	17,224,294	4,017,088
	Advances to employees	4,067,445	2,896,866	1,852,576
	Prepaid Expenses	4,095,830	2,841,430	330,684
	Unbilled Revenue	13,791,745	64,674,604	52,164,060
	Others	450,000	4,946,372	-
	<b>Total</b>	<b>45,792,711</b>	<b>92,583,566</b>	<b>58,364,408</b>

Notes Forming Integral Part of the Standalone Balance Sheet as at 31st March, 2018

Note : 13 Equity Share Capital		Amount in Rs.																														
	Particulars	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016																												
	<b><u>AUTHORIZED CAPITAL</u></b>																															
	3,10,00,000 Equity Shares of Rs. 10/- each	310,000,000	310,000,000	310,000,000																												
		310,000,000	310,000,000	310,000,000																												
	<b><u>ISSUED , SUBSCRIBED &amp; FULLY PAID UP CAPITAL</u></b>																															
	1,99,58,236 (31st Mar'17 : 1,80,46,167, 31st Mar'16 : 1,75,46,167) Equity Shares of Rs. 10/- each with Voting Rights	199,582,360	180,461,670	175,461,670																												
	<b><u>Equity Shares of Rs.10/- each:</u></b>																															
	<b>Shares held by holding / ultimate holding company and / or their subsidiaries / associates and details of the shareholding more than 5% shares in the company</b>																															
	<table><tr><th>Name of Shareholder</th><th>2017-18 No.of shares</th><th>%</th><th>2016-17 No.of shares</th><th>%</th><th>2015-16 No.of shares</th><th>%</th></tr><tr><td>1.Bodhtree Solutions Inc</td><td>80,00,000</td><td>40.08</td><td>80,00,000</td><td>44.33</td><td>90,00,000</td><td>51.29</td></tr><tr><td>2.Sanjiv Gupta</td><td>21,34,500</td><td>11.83</td><td>21,34,500</td><td>11.83</td><td>21,34,500</td><td>12.17</td></tr><tr><td>3.Premeya World Wide Pte Ltd*</td><td>19,12,069</td><td>9.58</td><td>-</td><td>-</td><td>-</td><td>-</td></tr></table>	Name of Shareholder	2017-18 No.of shares	%	2016-17 No.of shares	%	2015-16 No.of shares	%	1.Bodhtree Solutions Inc	80,00,000	40.08	80,00,000	44.33	90,00,000	51.29	2.Sanjiv Gupta	21,34,500	11.83	21,34,500	11.83	21,34,500	12.17	3.Premeya World Wide Pte Ltd*	19,12,069	9.58	-	-	-	-			
Name of Shareholder	2017-18 No.of shares	%	2016-17 No.of shares	%	2015-16 No.of shares	%																										
1.Bodhtree Solutions Inc	80,00,000	40.08	80,00,000	44.33	90,00,000	51.29																										
2.Sanjiv Gupta	21,34,500	11.83	21,34,500	11.83	21,34,500	12.17																										
3.Premeya World Wide Pte Ltd*	19,12,069	9.58	-	-	-	-																										
	*19,12,069 equity shares were allotted to M/s Premeya World Wide Pte Ltd on 26th April, 2017 on conversion of CCPS for which listing approval from BSE was obtained on 30th May, 2017. However, said equity shares are not yet credited to Beneficiary account of said allottee as the beneficiary has not provided beneficiary account details to the company.																															
	<b>Reconciliation of Shares</b>																															
	<table><tr><th></th><th>2017-18</th><th>2016-17</th><th>2015-16</th></tr><tr><td>Opening Equity Shares</td><td>1,80,46,167</td><td>1,75,46,167</td><td>1,75,46,167</td></tr><tr><td>Add: Shares Issued during the year</td><td>19,12,069</td><td>5,00,000</td><td>-</td></tr><tr><td>Closing Equity Shares</td><td>1,99,58,236</td><td>18,046,167</td><td>1,75,46,167</td></tr></table>		2017-18	2016-17	2015-16	Opening Equity Shares	1,80,46,167	1,75,46,167	1,75,46,167	Add: Shares Issued during the year	19,12,069	5,00,000	-	Closing Equity Shares	1,99,58,236	18,046,167	1,75,46,167															
	2017-18	2016-17	2015-16																													
Opening Equity Shares	1,80,46,167	1,75,46,167	1,75,46,167																													
Add: Shares Issued during the year	19,12,069	5,00,000	-																													
Closing Equity Shares	1,99,58,236	18,046,167	1,75,46,167																													
		199,582,360	180,461,670	175,461,670																												
	<b><u>Details of Shares Issued for Consideration Other than Cash:-</u></b>																															
	91,00,000 Equity 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.	-	-	-																												
	<b>Total</b>	199,582,360	180,461,670	175,461,670																												

Rights, Preferences and Restrictions attached to Shares:

**Equity Shares**

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 if any 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.

Notes Forming Integral Part of the Standalone Balance Sheet as at 31st March, 2018

Note : 14 Other Equity		Amount in Rs.		
	Particulars	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016
	<b>0.001% Compulsorily Convertible Preference Shares of 10 each</b>			
	Balance as per last balance sheet	24,259,380	30,509,380	30,509,380
	Add/ Less - Issue , allotment and conversion	(24,259,380)	(6,250,000)	-
	Balance at the end of the year	-	<b>24,259,380</b>	<b>30,509,380</b>
	<b>Securities Premium</b>			
	Opening balance	132,195,975	130,945,975	130,945,975
	Add : Premium on issue of Equity Shares during the year	58,509,311	15,000,000	-
	Less : Premium on conversion of CCPS issued	(53,370,636)	(13,750,000)	-
		<b>137,334,650</b>	<b>132,195,975</b>	<b>130,945,975</b>
	<b>Other Reserves</b>			
	General Reserve	5,000,000	5,000,000	5,000,000
		5,000,000	5,000,000	5,000,000
	<b>Surplus / (Deficit) in Statement of Profit and Loss</b>			
	Balance at the beginning of the year	66,929,505	39,381,168	39,303,831
	Less: Dividend Paid	9,980,000	-	-
	Less: Dividend Distribution Tax	2,031,514	-	-
	Add: Profit / (Loss) for the year	43,075,096	27,609,107	-
	Add / Less Fair value difference in Financial Instruments	-	-	930,000
	Add / less deferred tax adjustments	-	(60,770)	(852,663)
		<b>97,993,086</b>	<b>66,929,505</b>	<b>39,381,168</b>
	<b>Total</b>	<b>240,327,736</b>	<b>228,384,860</b>	<b>205,836,523</b>

Note : 15 Borrowings (Non-Current)		Amount in Rs.		
	Particulars	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016
	<b>Secured Loans</b>			
	- From Banks			
	Vehicle Loans	1,000,218	3,663,660	6,278,978
	Less: Current Maturities of Long term Debt	(924,829)	(2,665,273)	(2,615,314)
	Term Loan	18,979,922	-	-
	Less: Current Maturities of Long term Debt	(4,357,680)	-	-
		<b>14,697,632</b>	<b>998,387</b>	<b>3,663,664</b>
	- From Others			
	Vehicle Loans	3,330,811	3,847,585	262,863
	Less: Current Maturities of Long term Debt	(529,959)	(481,318)	(262,863)
		<b>2,800,852</b>	<b>3,366,267</b>	-
	<b>Total Secured Loans</b>	<b>17,498,484</b>	<b>4,364,654</b>	<b>3,663,664</b>
	<b>Unsecured Loans</b>			
	- From Others	17,912,512	-	-
	Less: Current Maturities of Long term Debt	(4,223,079)	-	-
	- From Related Parties	-	-	-
	<b>Total Unsecured Loans</b>	<b>13,689,433</b>	-	-
	<b>Total</b>	<b>31,187,917</b>	<b>4,364,654</b>	<b>3,663,664</b>

Notes:

Secured Loans

Loan From Banks and Others

- 1 Secured by the hypothecation of vehicles
- 2 Loan amount is repayable within 3 years and 5 years

Notes Forming Integral Part of the Standalone Balance Sheet as at 31st March, 2018

<b>Note : 16 Provisions(Non-Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>Provision for Employee Benefit</b>			
	Gratuity	5,096,239	4,254,741	3,495,466
	Compensated Absences	1,806,138	97,504	94,230
	<b>Total</b>	<b>6,902,377</b>	<b>4,352,245</b>	<b>3,589,696</b>

<b>Note : 17 Borrowings (Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>Secured Loans - Refer Note</b>			
	Cash Credit facility from a Bank	177,824,503	42,931,734	73,833,573
	Credit Card Facility	2,393,180	-	-
	<b>Unsecured</b>			
	Loan from a Related Party	1,012,928	29,845,493	8,750,000
	From others	-	-	19,975,001
	<b>Total</b>	<b>181,230,611</b>	<b>72,777,227</b>	<b>102,558,574</b>

**Note**

1. Secured by hypothecation of Bookdebts, lien on fixed deposits and
2. Personal guarantees of Directors of the Company and collateral security of land owned by Director of the company.

<b>Note : 18 Trade Payables</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Trade Payables other than Acceptances:			
	Dues to micro enterprises and small enterprises	-	-	-
	Others	182,148,008	150,304,258	42,667,330
	<b>Total</b>	<b>182,148,008</b>	<b>150,304,258</b>	<b>42,667,330</b>

<b>Note : 19 Other Financial Liabilities (Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Current Maturities of Long Term Debt	10,035,547	3,146,588	2,878,177
	Other Advances	20,418,129	6,000,000	-
	Payable to Employees	18,839,470	17,256,434	7,873,049
	<b>Total</b>	<b>49,293,146</b>	<b>26,403,022</b>	<b>10,751,226</b>

<b>Note : 20 Other Current Liabilities</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Advance From Customers	867,827	2,412,154	10,592,134
	Provision for Expenses	32,987,441	114,251,604	13,786,088
	Statutory Liabilities	108,701,263	88,360,916	53,387,645
	Provision for Interest on Statutory Liabilities	21,597,900	34,764,189	29,362,763
	Dividend Payable (including Dividend Distribution Tax)	1,343,614	-	-
	Security Deposits	35,500,000	-	-
	<b>Total</b>	<b>200,998,045</b>	<b>239,788,863</b>	<b>107,128,629</b>

<b>Note : 21 Provisions (Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Gratuity	439,107	185,314	170,876
	Compensated Absences	494,737	2,482,981	2,632,274
	<b>Total</b>	<b>933,844</b>	<b>2,668,295</b>	<b>2,803,150</b>

*Notes Forming Integral Part of the Standalone Statement of Profit And Loss for the year ended 31st March, 2018*

<b>Note : 22 Revenue from Operations</b>		<b>Amount in Rs.</b>	
<b>Sr. No</b>	<b>Particulars</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
	<b>Export Sales</b>		
	Projects - Consultancy Services	131,430,917	131,748,909
	Projects - Off Shore	50,008,502	34,866,953
	License-Resale(Exports)	943,609	-
	Referral Fees	6,617,168	6,084,873
		<b>189,000,195</b>	<b>172,700,735</b>
	<b>Domestic Sales</b>		
	Consultancy Services	54,297,310	9,601,045
	Projects - Offsite	527,597,756	15,176,953
	Projects - Onsite Consultancy Services	182,992,438	343,377,838
	Sale of Licences & Others (including devices)	191,063,205	246,759,819
		<b>955,950,709</b>	<b>614,915,655</b>
	<b>Total</b>	<b>1,144,950,904</b>	<b>787,616,390</b>

<b>Note : 23 Other Income</b>		<b>Amount in Rs.</b>	
<b>Sr. No</b>	<b>Particulars</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
	Interest on Fixed Deposits with Bank	1,006,469	2,027,008
	Misc. Income	-	41,613
	Liabilities no Longer required to be paid Written Back	-	4,055,516
	Interest on Income Tax Refund	1,288,643	2,189,450
	Profit on sale of fixed assets	-	393,766
	Fair value difference of financial Instruments	-	55,000
	<b>Total</b>	<b>2,295,112</b>	<b>8,762,353</b>



*Notes Forming Integral Part of the Standalone Statement of Profit And Loss for the year ended 31st March, 2018*

<b>Note : 24 Work Execution Expenses</b>		<b>Amount in Rs.</b>	
<b>Sr. No</b>	<b>Particulars</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
	Cost of SF / CRM Licenses / Others - (Resale / Own Use)	192,958,810	254,313,743
	Software - Technical Fee	593,461,081	253,100,151
	<b>Total</b>	<b>786,419,891</b>	<b>507,413,894</b>

<b>Note : 25 Employee Benefit Expenses</b>		<b>Amount in Rs.</b>	
<b>Sr. No</b>	<b>Particulars</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
	Salaries and Allowances	140,495,970	143,825,174
	Directors Remuneration	5,797,908	3,932,636
	Contribution to Provident Fund & others	9,714,632	10,270,946
	Staff Welfare	4,249,635	2,652,621
	<b>Total</b>	<b>160,258,145</b>	<b>160,681,377</b>

<b>Note :26 Finance Costs</b>		<b>Amount in Rs.</b>	
<b>Sr. No</b>	<b>Particulars</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
	Interest on Bank Overdraft	516,126	-
	Interest on Vehicle Loans	608,496	725,997
	Interest on Cash Credit from Bank	9,829,101	9,843,606
	Bank & Other Finance Charges	4,190,006	2,547,590
	Interest on Delayed Payment of Statutory Dues	5,668,080	12,035,040
	<b>Total</b>	<b>20,811,809</b>	<b>25,152,233</b>

<b>Note : 27 Other Expenses</b>		<b>Amount in Rs.</b>	
<b>Sr. No</b>	<b>Particulars</b>	<b>Year Ended 31-03-2018</b>	<b>Year Ended 31-03-2017</b>
	Director's Sitting Fee	167,000	159,000
	Insurance	257,646	1,557,529
	Printing & Stationery	246,367	244,825
	Rent, Rates & Taxes	14,120,712	13,755,133
	Communication Expenses	4,759,447	2,780,104
	Travelling Expenses	10,984,723	8,299,355
	Business Promotion Expenses	1,958,476	954,866
	Electricity & Water Charges	3,368,546	3,613,859
	Professional & Consultancy Charges	6,045,056	6,407,182
	Remuneration to Auditors (Refer Note No.35)	800,000	623,530
	Recruitment & Training Expenses	674,975	1,772,395
	Repairs & Maintenance	7,527,245	6,245,281
	Foreign Exchange Variation Loss - Net	468,282	577,269
	Change in Fair Value (P&L)	274,000	-
	Investment written off	22,699	-
	Miscellaneous Expenses	4,359,566	990,767
	<b>Total</b>	<b>56,034,741</b>	<b>47,981,096</b>

Notes Forming Integral Part of the Standalone Statement of Profit And Loss for the year ended 31st March, 2018

**Note: 28**

**Income Taxes**

**(a) Tax Expenses**

Sl. No.	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>(i)</b>	<b>Profit or Loss section</b>		
	Current tax	22,866,085	8,778,675
	(Less):- Mat Credit / Reversal	-	226,975
	Taxes of Earlier Years	-	3,912,596
	Deferred tax	(1,367,709)	3,293,602
	<b>Total income tax expense recognised in Statement of Profit &amp; Loss</b>	<b>21,498,377</b>	<b>16,211,848</b>
<b>(ii)</b>	<b>OCI Section</b>		
	Remeasurements of post employment benefit	37,515	709,699
	<b>Income tax charged to OCI</b>	<b>37,515</b>	<b>709,699</b>

	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>(b) Reconciliation of effective tax rate</b>		
<b>(i) Profit/Loss before tax</b>	65,793,200	44,607,546
Enacted tax rate in India	33.06%	33.06%
Expected tax expenses	21,753,206	14,748,593
<b>Tax at statutory income tax rate</b>	<b>21,753,206</b>	<b>14,748,593</b>
<b>(ii) Tax effected adjustments to reconcile expected income tax expense to reported income tax expenses</b>		
Effect of deductible / (non-deductible expenses) for tax purpose	1,112,879	(7,966,275)
Others	(1,367,709)	9,429,530
<b>Income tax expense</b>	<b>21,498,377</b>	<b>16,211,848</b>
Effective tax rate	32.68%	36.34%

Notes attached to and forming part of Standalone Financial Statements for the year ended March 31, 2018

**Note: 29**

**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, 2018	For the Year ended March 31, 2017
Earnings for calculating the Earnings per share (Rs.)	43,075,096	27,609,107
Earnings for calculating Diluted Earnings per share (Rs.)	43,075,096	27,609,107
Weighted average number of equity shares ( For Basic EPS)	19,827,272	17,965,345
Weighted average number of equity shares ( For Diluted EPS)	19,827,272	20,391,283
Basic Earning per share	2.17	1.54
Diluted Earning per share	2.17	1.35

**Note: 30**

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

**Note: 31**

**Segment Reporting**

Based on the internal reporting provided to the Chief Operating Decision Maker, the standalone financial results relates to "Software and related products" as the only reportable primary segment of the Company.

**Note: 32**

**Contingent Liabilities and Commitments**

Particulars	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
	Rs.	Rs.	Rs.
Bank Guarantees	71,024,694	13,275,550	3,367,120
Dividend on 0.001% of Cumulative Convertible Redeemable Preference shares			131
<b>Total</b>	<b>71,024,694</b>	<b>13,275,550</b>	<b>3,367,251</b>

**Note: 33**

**Earnings in Foreign Exchange**

Particulars	For the year ended 31- 03-2018	For the year ended 31- 03-2017
	Rs.	Rs.
FOB Value of Exports (Services)	189,000,195	172,700,735
<b>Total</b>	<b>189,000,195</b>	<b>172,700,735</b>

**Note: 34**

**Expenditure in Foreign Exchange**

Particulars	For the year ended 31- 03-2018	For the year ended 31- 03-2017
	Rs.	Rs.
Purchase of Licences	15,438,046	19,762,270
Travelling , Conveyance & Other Expenditure	4,517,202	3,723,579
<b>Total</b>	<b>19,955,248</b>	<b>23,485,849</b>

**Note: 35**

**Payments to Auditors**

Particulars	2017-18	2016-17
Statutory Audit Fee	500,000	350,000
Tax Audit Fee	250,000	200,000
Audit Fee for Consolidation of Accounts	50,000	25,000
Certification Fee	26,000	20,000
Out of pocket expenses reimbursed	25,000	28,530
<b>Total</b>	<b>851,000</b>	<b>595,000</b>

(Net of Tax)

**Note: 36**

**Employee Benefits**

(i) **Defined benefit plans**

The Company provides for gratuity, a defined benefit plan to its employees. The gratuity plan provides a lump sum payment to eligible employees at retirement or termination of employment based on the respective employees last drawn salary and years of employment with the Company as governed by the Payment of Gratuity Act, 1972.

**A. Change in Defined Benefit Obligation**

	As at		
	31-Mar-18	31-Mar-17	1-Apr-16
Defined benefit obligation at the beginning of the year	4,440,055	3,666,342	4,838,250
Current service cost	1,206,659	539,095	451,086
Interest Cost	288,904	293,307	387,060
Loss / (gain) on settlements	-	-	-
Benefit Payments from Employer	(1,657,515)	(1,554,980)	(2,240,588)
Remeasurements - Due to Financial Assumptions	(514,349)	-	327,685
Remeasurements - Due to Experience Adjustments	1,771,592	1,496,291	(97,151)
<b>Projected benefit obligation at the end of the year</b>	<b>5,535,346</b>	<b>4,440,055</b>	<b>3,666,342</b>

**B. Change in Fair Value of Plan Assets**

Fair Value of Plan Assets at the beginning year	-	-	
Employer Direct Benefit Payments	1,657,515	1,554,980	2,240,588
Benefit Payments from Employer	(1,657,515)	(1,554,980)	(2,240,588)
Fair Value of Plan Assets at the end of the year	-	-	-

C. Components of Defined Benefit Cost

Current service cost	1,206,659	539,095	451,086
Interest cost	288,904	293,307	387,060
Reimbursement of Other Long Term Benefits	-	-	-
<b>Defined Benefit Cost included in P &amp; L</b>	<b>1,495,563</b>	<b>832,402</b>	<b>838,146</b>
Remeasurements - Due to Financial Assumptions	(514,349)	-	327,685
Remeasurements - Due to Experience Adjustments	1,771,592	1,496,291	(97,151)
<b>Total Remeasurements in OCI</b>	<b>1,257,243</b>	<b>1,496,291</b>	<b>230,534</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>2,752,806</b>	<b>2,328,693</b>	<b>1,068,680</b>

D. Amounts recognized in the balance sheet

Defined Benefit Obligation	5,535,346	4,440,055	3,666,342
Fair Value of Plan Assets	-	-	-
<b>Funded Status</b>	<b>5,535,346</b>	<b>4,440,055</b>	<b>3,666,342</b>
Effect of Asset Ceiling / Onerous Liability	-	-	-
<b>Net Defined Benefit Liability / (Asset)</b>	<b>5,535,346</b>	<b>4,440,055</b>	<b>3,666,342</b>
<b>Short term liability in the above</b>	<b>439,107</b>	<b>185,314</b>	<b>170,876</b>

Assumptions

Discount rate	8.00%	8.00%	8.00%
Expected rate of salary increases	4.00%	5.00%	5.00%
Employee attrition rate	7.12%	7.12%	7.55%

- (ii) In respect of Defined contribution plan (Provident Fund), an amount of Rs.7,120,240 (31 March 2017: Rs.6,801,424) has been recognised in the Statement of Profit and Loss.

**Note: 37**

The Company has taken various premises under cancellable operating lease agreements. Company intends to renew such leases in the normal course of business. Total rental expenses under cancellable operating leases amounted to Rs.1,18,46,377 (previous year: Rs. 1,22,92,454). The same are grouped under Rent in other expenses in the Statement of Profit and Loss. The Company has no non-cancellable operating leases during the year ended 31 March 2018.

Notes attached to and forming part of Standalone Financial Statements for the year ended March 31, 2018

**Note: 38**

**Financial instruments**

**i. Capital Management**

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through optimisation of debt and equity balance. The capital structure of the Company consists of net debt and total equity of the Company. The Company is not subject to any externally imposed capital requirements.

Gearing ratio:

The gearing ratio at the end of the reporting period was as follows

Particulars		As at March 31, 2018	As at March 31, 2017	As at Apr 1, 2016
Interest-bearing loans and borrowings		221,441,146	50,442,979	80,375,414
Less: cash and cash equivalents		30,569,024	35,832,734	22,375,102
<b>Underlying net debt</b>	<b>A</b>	<b>190,872,122</b>	<b>14,610,245</b>	<b>58,000,312</b>
Total equity	<b>B</b>	<b>439,910,096</b>	<b>408,846,530</b>	<b>381,298,193</b>
<b>Equity and underlying net debt</b>	<b>C=[A+B]</b>	<b>630,782,218</b>	<b>423,456,775</b>	<b>439,298,505</b>
<b>Gearing ratio</b>	<b>D=[A/C]</b>	<b>30.26%</b>	<b>3.45%</b>	<b>13.20%</b>

**Interest bearing loan and borrowings**

<b>Non-Current</b>				
Secured Loans				
- From Banks		19,980,140	3,663,660	6,278,978
- From Others		3,330,811	3,847,585	262,863
Unsecured Loans				
- From Related Parties		-	-	-
- From Others		17,912,512	-	-
<b>Current</b>				
Secured Loans				
-Cash Credit facility from a Bank		180,217,683	42,931,734	73,833,573
Unsecured				
- Loan from a Related Party				
- From Others				
		<b>221,441,146</b>	<b>50,442,979</b>	<b>80,375,414</b>

**ii. Category of Financial Instruments**

Particulars	March 31, 2018		March 31, 2017		April 1, 2016	
	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial assets</b>						
<b>Non Current Financial Assets</b>						
Investments	726,000	72,349,710	1,022,699	72,349,710	967,699	72,349,710
<b>Current Financial Assets</b>						
Trade Receivables		577,211,026		381,567,049		244,319,352
Cash and cash equivalents		30,569,024		35,832,734		22,375,102
Short-term loans and advances		40,084,267		44,825,794		49,807,731
Others		13,620,295		15,571,467		16,112,195
<b>Total financial assets</b>	<b>726,000</b>	<b>733,834,322</b>	<b>1,022,699</b>	<b>550,146,754</b>	<b>967,699</b>	<b>404,964,090</b>
<b>Financial Liabilities</b>						
<b>Non Current Financial liabilities</b>						
Borrowings	41,223,464		7,511,245		6,541,841	
<b>Current Financial liabilities</b>						
Borrowings		1,012,928	42,931,734	29,845,493		28,725,001
Trade payables		182,148,008		150,304,258		42,667,330
Other financial liabilities		39,257,599		23,256,434		7,873,049
<b>Total financial liabilities</b>	<b>41,223,464</b>	<b>222,418,535</b>	<b>50,442,979</b>	<b>203,406,185</b>	<b>6,541,841</b>	<b>79,265,380</b>

### iii. Financial risk management

The Company's finance department monitors and manages the financial risks relating to the operations of the Company through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company's Corporate Treasury function reports quarterly to the Company's Board of Directors that monitors risks and policies implemented to mitigate risk exposures.

### iv. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Company's credit risk arises principally from the trade receivables, loans, cash and cash equivalents and other financial assets.

#### Trade receivables

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. The customer's credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue trade receivables. The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

#### Cash and bank balances

The credit risk on liquid funds and other bank deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

#### Loans

The Company's corporate treasury function manages the financial risks related to the business. The treasury function focuses on capital protection, liquidity and yield maximisation.

#### Deposits and advances

The Company's Corporate treasury function manages the financial risks related to the business. The Treasury function focuses on capital protection, liquidity and yield maximisation. Deposits and Advances are extended to counterparties after assessing their financial capabilities. Counterparty credit limits are reviewed and approved by Board/Audit Committee of the Company. These limits are set to minimise the concentration of risks and therefore mitigates the financial loss through counterparty's potential failure to make payments.

### v. Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods and its financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Particulars	As at March 31, 2018				As at March 31, 2017				As at April 01, 2016			
	< 1 year	1-5 years	> 5 years	Total	< 1 year	1-5 years	> 5 years	Total	< 1 year	1-5 years	> 5 years	Total
<b>Financial assets</b>												
(i) Trade receivables	4,645.66	1,126.45	-	5,772.11	3,154.00	661.67	-	3,815.67	1,671.26	771.93	-	2,443.19
(ii) Cash and cash equivalents	26.70	-	-	26.70	23.88	-	-	23.88	1.58	-	-	1.58
(iii) Bank balances other than (ii) above	278.99	-	-	278.99	334.45	-	-	334.45	222.17	-	-	222.17
(iv) Loans and advances	400.84	-	-	400.84	448.26	-	-	448.26	498.08	-	-	498.08
(v) Other Financial Assets	136.20	-	-	136.20	155.71	-	-	155.71	161.12	-	-	161.12
<b>Total financial assets</b>	<b>5,488.39</b>	<b>1,126.45</b>	<b>-</b>	<b>6,614.85</b>	<b>4,116.30</b>	<b>661.67</b>	<b>-</b>	<b>4,777.97</b>	<b>2,554.21</b>	<b>771.93</b>	<b>-</b>	<b>3,326.14</b>
<b>Financial liabilities</b>												
<b>Non-Current</b>												
(i) Borrowings	56.78	311.88	-	368.66	31.47	43.65	-	75.11	28.78	36.64	-	65.42
<b>Current</b>												
(i) Borrowings	1,812.31	-	-	1,812.31	727.77	-	-	727.77	1,025.59	-	-	1,025.59
(ii) Trade Payables	1,821.48	-	-	1,821.48	1,503.04	-	-	1,503.04	426.67	-	-	426.67
(iii) Other Financial Liabilities	392.58	-	-	392.58	232.56	-	-	232.56	78.73	-	-	78.73
<b>Total financial liabilities</b>	<b>4,083.14</b>	<b>311.88</b>	<b>-</b>	<b>4,395.02</b>	<b>2,494.85</b>	<b>43.65</b>	<b>-</b>	<b>2,538.49</b>	<b>1,559.77</b>	<b>36.64</b>	<b>-</b>	<b>1,596.41</b>

vi. Foreign exchange risk

The company's exchange risk arises from its foreign currency revenues and expenses. (primarily in US Dollars, Singapore Dollars and Euros)

Particulars	Foreign Currency	As at 31-03-2018	As at 31-03-2017
Trade Receivables	USD	2,789,680	919,498
	(In Rs.)	179,906,480	59,261,643
	SGD	460,677	135,171
	(In Rs.)	22,637,660	6,211,104
	EURO	4,058	3,911
	(In Rs.)	323,869	267,808
Advances from Trade Receivables	USD	126	126
	(In Rs.)	8,121	8,119
Trade Payables	USD	250,829	208,781
	(In Rs.)	16,175,945	13,455,963

**Note: 39**

**Transition to Ind AS**

These financial statements, for the year ended March 31, 2018, are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in preparation of an opening Ind AS balance sheet at April 1, 2016 (the Company's date of transition).

In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provision of The Companies Act. (Previous GAAP or Indian GAAP).

This note provides an explanation of the how transition from previous GAAP to Ind AS has affected the company's financial position as on 1st April 2016 and 31st Mar 2017 and financial performance for the year ended 31st March 2017.

**Reconciliation of Equity and Total Comprehensive Income**

**(i) Reconciliation of Equity:**

Particulars	Rs. In lacs	
	As at 31/03/2017	As at 01/04/2016
<b>Equity as per IGAAP</b>	<b>3,970.34</b>	<b>3,812.21</b>
Effect of Transition to Ind AS:		
Change in Financial Instruments - Investments	9.85	9.30
Proposed Dividend and Dividend Tax de-recognised	108.60	-
Change in fair value Deferred Tax	(0.33)	(8.53)
<b>Equity as per Ind AS</b>	<b>4,088.47</b>	<b>3,812.98</b>

**(ii) Reconciliation of Total Comprehensive Income:**

Particulars	Rs. In lacs
	For the year ended 31/03/2017
<b>Net Profit / (Loss) as per IGAAP</b>	<b>266.74</b>
Change in fair value of investments	0.55
Re-measurement of provision for employee benefits as per actuarial valuation	14.96
Re-measurement of deferred tax on the above adjustments	1.71
<b>Net Profit as per Ind AS</b>	<b>283.96</b>
Other Comprehensive Income (net of tax)	7.87
<b>Total comprehensive income as per Ind AS</b>	<b>276.09</b>

Notes attached to and forming part of Standalone Financial Statements for the year ended March 31, 2018

**Note: 40**

**Related Party Disclosures**

Holding Company	: Bodhtree Solutions Inc (Upto 29/05/2016)
Subsidiary Company	: Bodhtree Human Capital Pvt Limited
Fellow Subsidiaries	: Bodhtree Solutions Pte Limited (Upto 29/05/2016)
Associate Company	: Pressmart Media Limited Learnsmart (India) Private Limited
Key Management Personnel	: Mr. L.N.Ramakrishna, Managing Director
Enterprises controlled or significantly influenced by individual / relatives:	: Kepler Information Systems Pvt Ltd Sreeven Infocom Ltd Skyline Ventures India Ltd

**Transactions with Related Parties**

Particulars	2017-18	2016-17
	Rs.	Rs.
<b>Sales/Rendering Services</b>		
- Bodhtree Consulting LLC	116,708,973	3,737,250
- Bodhtree Technologies PTE LTD	-	7,590,986
- Bodhtree Solutions Inc	2,590,980	28,467,204
- Bodhtree Solutions PTE Ltd.	15,344,916	113,816
<b>Purchases/Availing Services</b>		
- Kepler Information Systems Pvt Ltd	29,160,000	-
- Sreeven Infocom Ltd	-	1,600,000
<b>Remuneration to Key Managerial Persons</b>		
- L.N. Ramakrishna - Managing Director	5,797,908	3,932,636
- K. Prabhakar Rao - Chief Financial Officer	1,738,000	1,322,688
<b>Loans Received / (Repaid)</b>		
- Kepler Information Systems Pvt Ltd	(27,411,310)	27,468,693
<b>Advances Given</b>		
- Bodhtree Human Capital Private Limited	18,000	2,063
<b>Balances outstanding at the end of the year</b>		
<b>Debit Balances</b>	75,715,048	53,448,999
<b>Credit Balances</b>	1,012,928	29,845,493
<b>Investments</b>	72,249,710	72,249,710

**Note: 41**

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

As per our attached report of even date

**For N K R & CO**  
**Chartered Accountants**  
Firm Reg. No: 127820W

**T.N.V.Visweswara Rao**  
**Partner**  
**M.No. 204084**

**For Bodhtree Consulting Limited**  
CIN: L74140TG1982PLC040516

**L. N.Ramakrishna**  
**Managing Director**  
**DIN: 03623543**

**K. Rajesh**  
**Director**  
**DIN: 02727491**

**K.Prabhakar Rao**  
**CHIEF FINANCIAL OFFICER**

**K.Srikanth Reddy**  
**COMPANY SECRETARY**

Place: Hyderabad  
Date: 30/05/2018

Place: Hyderabad  
Date: 30/05/2018



**INDEPENDENT AUDITOR'S REPORT  
TO THE BOARD OF DIRECTORS OF  
BODHTREE CONSULTING LIMITED****Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **BODHTREE CONSULTING LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**Management's Responsibility for the Consolidated Financial Statements**

The Holding 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 Consolidated financial statements that give a true and fair view of the financial position, financial performance and consolidated 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, which have been used for the purpose of the preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated 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 consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated Ind AS 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 consolidated Ind AS financial statements.

## Other Matters

**The company is holding investments in Associate companies. The financial statements for these companies for the financial years 2016-17 & 2017-18 are not made available, hence the consolidation of these companies are not considered while preparing the consolidated financial statements**

**Our opinion is not qualified in respect of the above matter.**

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give a true and fair view in conformity with accounting principles generally accepted in India of the state of consolidated affairs of the company as at 31<sup>st</sup> March, 2018, the consolidated Statement of Profit and Loss (including other comprehensive income), changes in equity and the consolidated cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 so far as it appears from our examination of those books.
  - (c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including consolidated other comprehensive income, the consolidated statement of changes in Equity, and the consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015 as amended.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on March 31, 2018 from being appointed as a director of that company in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our report in 'Annexure'; and
  - (g) 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 Group does not have any pending litigations on its financial position in its consolidated Ind AS financial statements.
    - ii. The Group 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 Holding and Subsidiary Company.

**For N K R & CO**  
Chartered Accountants  
(Firm Registration No. 127820 W)

T.N.V.Visweswara Rao  
Partner  
(Membership No. 204084)

Place: Hyderabad  
Date: 30/05/2018

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

Particulars	Note No.	Amount in Rs.		
		As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016
<b>I. ASSETS</b>				
<b>(1) Non-Current Assets</b>				
(a) Property, Plant and Equipment	4	51,022,436	38,974,142	45,006,240
(b) Intangible Assets		98,208,205	99,047,472	948,880
(c) Intangible Asset Under Development		87,141,588	76,943,237	97,274,988
		<b>236,372,229</b>	<b>214,964,851</b>	<b>143,230,108</b>
(d) Financial Assets				
(i) Investments	5	72,975,710	73,272,409	73,217,409
(e) Deferred Tax Asset	6	10,658,446	9,220,159	11,864,831
		<b>320,006,385</b>	<b>297,457,419</b>	<b>228,312,348</b>
<b>(2) Current Assets</b>				
(a) Financial Assets				
(i) Trade receivables	7	577,211,026	381,567,049	244,319,352
(ii) Cash and cash equivalents	8	2,775,101	2,488,234	258,014
(iii) Bank balances other than (ii) above		27,898,924	33,444,500	22,217,088
(iv) Loans and advances	9	40,064,204	44,813,731	49,797,731
(v) Other Financial Assets	10	13,620,295	15,571,467	16,112,195
(b) Current Tax Assets (Net)	11	65,253,398	41,567,065	35,069,325
(c) Other Current Assets	12	45,792,711	92,583,566	58,364,408
		<b>772,615,659</b>	<b>612,035,612</b>	<b>426,138,113</b>
<b>Total Assets</b>		<b>1,092,622,044</b>	<b>909,493,031</b>	<b>654,450,461</b>
<b>II. EQUITY AND LIABILITIES:-</b>				
<b>EQUITY</b>				
(a) Equity Share Capital	13	199,582,360	180,461,670	175,461,670
(b) Other Equity	14	240,243,215	228,302,752	205,785,228
		<b>439,825,575</b>	<b>408,764,422</b>	<b>381,246,898</b>
<b>LIABILITIES</b>				
<b>(1) Non-Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	15	31,187,917	4,364,654	3,663,664
(b) Provisions	16	6,902,377	4,352,245	3,589,696
		<b>38,090,294</b>	<b>8,716,899</b>	<b>7,253,360</b>
<b>(2) Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	17	181,230,611	72,777,227	102,558,574
(ii) Trade Payables	18	182,268,053	150,374,303	42,708,625
(iii) Other Financial Liabilities	19	49,293,146	26,403,022	10,751,226
(b) Other Current Liabilities	20	200,980,522	239,788,863	107,128,629
(c) Provisions	21	933,844	2,668,295	2,803,150
		<b>614,706,176</b>	<b>492,011,710</b>	<b>265,950,203</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,092,622,044</b>	<b>909,493,031</b>	<b>654,450,461</b>
<b>Significant Accounting Policies</b>	2-3			
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				
<b>For N K R &amp; CO</b>		<b>For Bodhtree Consulting Limited</b>		
<b>Chartered Accountants</b>		CIN: L74140TG1982PLC040516		
Firm Reg. No: 127820W				
<b>T.N.V.Visweswara Rao</b>		<b>L. N.Ramakrishna</b>	<b>K. Rajesh</b>	
<b>Partner</b>		<b>Managing Director</b>	<b>Director</b>	
<b>M.No. 204084</b>		<b>DIN: 03623543</b>	<b>DIN: 02727491</b>	
		<b>K.Prabhakar Rao</b>	<b>K.Srikanth Reddy</b>	
		<b>Chief Financial Officer</b>	<b>Company Secretary</b>	
Place: Hyderabad		Place: Hyderabad		
Date: 30/05/2018		Date: 30/05/2018		

## CONSOLIDATED STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH 2018

			Amount in Rs.	
	Particulars	Note No.	Year Ended 31st March, 2018	Year Ended 31st March, 2017
	<b><u>Income:</u></b>			
	Revenue from operations	22	1,144,950,904	787,616,390
	Other Income	23	2,295,112	8,762,353
	<b>Total Revenue - (A)</b>		<b>1,147,246,015</b>	<b>796,378,743</b>
	<b><u>Expenses:</u></b>			
	Work Execution expenses	24	786,419,891	507,413,894
	Employee Benefits Expense	25	160,258,145	159,185,086
	Finance Costs	26	20,811,809	25,152,233
	Depreciation and Amortization Expense	4	57,928,229	12,038,888
	Other Expenses	27	56,087,741	48,011,909
	<b>Total Expenses - (B)</b>		<b>1,081,505,815</b>	<b>751,802,010</b>
	<b>Profit before exceptional items and tax - (A) -(B)</b>		<b>65,740,200</b>	<b>44,576,733</b>
	Exceptional Items		-	-
	<b>Profit Before Tax</b>		<b>65,740,200</b>	<b>44,576,733</b>
	<b><u>Tax expense:</u></b>	28		
	(a) Current Tax		22,848,562	8,778,675
	(Less):- Mat Credit / Reversal		-	226,975
	(b) Taxes of Earlier Years		-	3,912,596
	(c) Deferred Tax - Liability / (Asset)		(1,400,772)	3,293,602
	<b>Profit/(Loss) for the Year</b>		<b>44,292,410</b>	<b>28,364,885</b>
	<b>Other Comprehensive Income</b>			
	<b><u>A. Items that will not be reclassified to profit or loss</u></b>			
	Remeasurements of post employment benefit		(1,257,243)	(1,496,291)
	Income tax on these item		37,515	709,699
	<b><u>B. Items that will be reclassified to profit or loss</u></b>		-	-
	<b>Total Comprehensive income for the period</b>		<b>43,072,682</b>	<b>27,578,294</b>
	Earning per equity share:			
	(a) Basic	29	2.17	1.54
	(b) Diluted		2.17	1.35
	<b>Significant Accounting Policies</b>	2-3		

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 N K R & CO**  
Chartered Accountants  
Firm Reg. No: 127820W

**For Bodhtree Consulting Limited**  
CIN: L74140TG1982PLC040516

**T.N.V.Visweswara Rao**  
Partner  
M.No. 204084

**L. N.Ramakrishna**  
Managing Director  
DIN: 03623543

**K. Rajesh**  
Director  
DIN: 02727491

**K.Prabhakar Rao**  
Chief Financial Officer

**K.Srikanth Reddy**  
Company Secretary

Place: Hyderabad  
Date: 30/05/2018

Place: Hyderabad  
Date: 30/05/2018

Consolidated Statement of Changes in Equity for the year ended March 31, 2018

a. Equity Share Capital

Amount In Rs.

Particulars	As at March 31, 2018	As at March 31, 2017
Balance at the beginning of the reporting period	180,461,670	175,461,670
Changes in equity share capital during the year	19,120,690	5,000,000
Balance at the end of the reporting period	<b>199,582,360</b>	<b>180,461,670</b>

b. Other Equity

Statement of Changes in Equity

Particulars	0.001% CCP Shares of 10 each	Securities Premium	Other Reserves	Retaining Earnings	Total
<b>Balance as at April 01, 2016</b>	30,509,380	130,945,975	5,000,000	39,329,873	205,785,228
Addition / (deletion ) during the year / Period	(6,250,000)	1,250,000	-	(60,770)	(5,060,770)
Profit / (Loss) for the year	-	-	-	28,364,885	28,364,885
Other comprehensive income for the year	-	-	-	(786,592)	(786,592)
Total comprehensive income for the year	-	-	-	<b>27,578,294</b>	<b>27,578,294</b>
<b>Balance as at April 01, 2017</b>	<b>24,259,380</b>	<b>132,195,975</b>	<b>5,000,000</b>	<b>66,847,397</b>	<b>228,302,752</b>
Addition / (deletion ) during the year / Period	(24,259,380)	5,138,675	-	-	(19,120,705)
Profit / (Loss) for the year	-	-	-	44,292,410	44,292,410
Other comprehensive income for the year	-	-	-	(1,219,728)	(1,219,728)
Total comprehensive income for the year	-	-	-	<b>43,072,682</b>	<b>43,072,682</b>
Dividend and Dividend Tax paid	-	-	-	(12,011,514)	(12,011,514)
<b>Balance as at March 31, 2018</b>	-	<b>137,334,650</b>	<b>5,000,000</b>	<b>97,908,565</b>	<b>240,243,215</b>

**1 Corporate information**

The Consolidated Financial Statements comprise financial statements of Bodhtree Consulting Limited ("the Company") and its subsidiaries (hereinafter collectively referred to as "the Group") for the year ended March 31, 2018. The company is headquartered in India and provides technology consulting services to various companies and SMEs across the globe. The Group is principally engaged in providing Cloud CRM and Analytics and 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

**2 Significant Accounting Policies**

**a. Basis of Preparation:**

The Consolidated financial Statements have been prepared to comply in all material aspects with the Accounting Standards notified under Section 133 of Companies Act, 2013 as per Companies (Indian Accounting Standards (Ind AS) Rules, 2015 and other relevant provisions of the Companies Act, 2013 and rules framed thereunder. Till the year ended 31st March 2017 the financial statement of the Group have been prepared as per Companies (Accounting Standards) Rules, 2006 as amended and other relevant provisions of the Companies Act, 2013 and rules framed thereunder.

The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Ind AS 27 "Consolidated and Separate Financial Statements". The Consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Accounting policies are consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use. Where a change in accounting policy is necessitated due to changed circumstances, detailed disclosures to that effect along with the impact of such change is duly disclosed in the consolidated financial statements. The Accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries on line by line basis by adding together like items of assets, liabilities, Income and expenses by using uniform accounting policies. The difference between the cost of investment and the Company's portion of equity in subsidiaries, at the date of Investment, is treated as goodwill or capital reserve as a case may be. The interest of minority shareholders is stated at the minority's proportion of the assets and liabilities recognised.

All significant transactions and balances between the company and subsidiaries are eliminated on consolidation.

**b. Use of estimates:**

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosures relating to contingent liabilities, at the end of the reporting period. Actual results could differ from these estimates and adjustments are recognised in the periods in which the results are known / materialised.

**c. Property Plant and Equipment:**

Under the previous GAAP (Indian GAAP), Property Plant and Equipment were recorded at cost of acquisition or construction. On transition to Ind AS, the Group has elected to continue with the carrying value measured as per previous GAAP for the balances. These values are recognized as deemed cost as at April 01, 2016.

Cost of acquisition comprises of all costs incurred to bring the assets to their location and working condition up to the date the assets are put to their intended use. Costs of construction are composed of those costs that relate directly to specific assets and those that are attributable to the construction or project activity in general and can be allocated to specific assets up to the date the assets are put to their intended use.

Depreciation on fixed assets 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 of 3 years. Amortisation is charged on pro-rata basis from the date of capitalisation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Expenditure incurred towards development eligible for capitalization are carried as intangible assets under development where such assets are not yet ready for their intended use.

An Intangible asset is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is de-recognised.

**d. Impairment of assets other than financial assets:**

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount but limited to the carrying amount that would have been determined (net of depreciation / amortization and depletion) had no impairment loss been recognised in prior accounting periods. A reversal of an impairment loss is recognised immediately in P&L.

**e. Revenue Recognition:**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable.

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 Group 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.

Revenue from sale of licenses, hardware and other related items are recognized when the significant risk and rewards of ownership and title of the product is transferred to the buyer which generally coincides with acknowledgement of delivery. The value of the sale is net of taxes.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Divided income is recognised on right to receive the payment is established.

**f. Impairment of assets:**

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount but limited to the carrying amount that would have been determined (net of depreciation / amortization and depletion) had no impairment loss been recognised in prior accounting periods. A reversal of an impairment loss is recognised immediately in P&L.

**g. Investments:**

i) Classification -: The Group classifies its financial assets at fair value (either through other comprehensive income, or through profit or loss). The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

ii) Measurement -: At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction cost that are directly attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed in profit or loss.

iii) Investments in subsidiary / Associate companies are recorded at cost and reviewed for impairment at each reporting date

**h. Foreign currency transactions/translations:**

i) Functional and Presentation Currency - The Group's financial statements are presented in Indian Rupee (Rs.) , which is also the Group's functional and presentation currency

ii) Transactions in foreign currencies are translated into functional currency using the exchange rate at the date of the transactions. Foreign exchange gains / loss from transaction and translation of monetary items at the end of the year are recognised in statement of profit and loss accounts.

iii) Non monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value is determined. The gain or loss on translation of non monetary items measured at fair value is recognised in Other comprehensive income or Profit and loss.

**i. Retirement and other Employee benefits:**

i. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The Group operates the following post-employment schemes:

(a) defined benefit plans

(b) defined contribution plans

**Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost and Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised in statement of Profit & Loss account.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

**Defined contribution plans**

Provident fund contributions are recognised as employee benefit expense when they are due.



**j. Income Tax:**

Tax expense represents the sum of Current Tax and Deferred Tax. Current and deferred tax are recognised as an expense or income in the income statement, except when they relate to items credited or debited directly to equity, in which case the tax is also recognised directly in equity.

i. **Current Tax-** Current Tax payable by Group is computed in accordance with the applicable tax rates and tax laws.

ii. **Deferred Tax-** Deferred tax is recognised on all temporary differences between the carrying amount of Assets and Liabilities in the Financial Statements and the corresponding tax bases used in computation of Taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset will be realized or the liability will be settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

**k. 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. The cash flows from regular revenue generating, investing and financing activities of the Group are segregated.

**l. Provisions, contingent liabilities and contingent assets:**

A provision is recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Contingent liabilities are not recognised but disclosed unless the probability of an outflow of resources is remote. Contingent assets are not recognized but disclosed when an inflow of economic benefits is probable.

**m. Borrowing costs:**

Borrowing costs are expensed as incurred and any Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Ind AS 23 on "Borrowing Costs" are capitalised as part of the cost of such asset up to the date when the asset is ready for its intended use.

**n. Financial Instruments:**

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

i. **Cash and cash equivalents-** The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

ii. **Financial assets at amortised cost-** Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii. **Financial assets at fair value through other comprehensive income (FVTOCI)-** Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Group has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income.

iv. **Financial assets at fair value through profit or loss (FVTPL)-** Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

v. **Financial liabilities are measured at amortised cost using the effective interest method.**

vi. **Equity investments other than equity investment in subsidiaries & associates-** Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

vii. **Equity instruments-** An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are measured at the proceeds received net of direct issue costs.

viii. **Offsetting of financial instruments-** Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

ix. **Impairment of Financial assets-** The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**o. Segment Reporting:**

The Group has only one reportable business segment, which is Software and related products. Accordingly, the amounts appearing in the consolidated financial statements relate to the Group's single business segment.

**p. Earning Per Share:**

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

**3 FIRST-TIME ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS)**

These consolidated financial statements of Bodhtree Consulting Limited for the year ended 31st March, 2018 have been prepared in accordance with Ind AS. For the purpose of transition to Ind AS, the Group has followed the guidance prescribed in Ind AS 101-First time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the consolidated financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 2 have been applied in preparing the consolidated financial statements for the year ended 31st March, 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the consolidated Balance Sheet and Statement of Profit and Loss, is set out in notes given below.

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018**

(Amount in Rs.)

PARTICULARS		2017-18		2016-17
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Profit for the year		43,072,682		27,578,294
<b>Adjustment for:</b>				
Tax Expense	21,410,275		15,502,148	
Fair value difference of financial Instruments	296,699		(55,000)	
Depreciation	57,928,229		12,038,888	
Finance Costs	20,811,809		13,117,193	
Interest received	(2,295,112)		(2,027,008)	
Provision for Gratuity	3,832,611		2,328,693	
Provision for Leave Encashment	519,835		734,857	
Liabilities no longer required to be paid	-		(3,975,001)	
Payment to Employees no longer required to be paid	-		(80,515)	
Unrealised exchange loss /(profit)	468,282		577,269	
Loss/ (Profit ) on Sale of Asset	-		(393,766)	
		102,972,629		37,767,757
<b>Operating profit before working capital changes</b>		<b>146,045,311</b>		<b>65,346,051</b>
<b>Adjustment for change in Working Capital</b>				
Decrease/(Increase) in Short Term Loans & Advances	4,749,527		4,984,000	
Decrease/(Increase) in Other Financial Assets	1,951,172		540,728	
Decrease/(Increase) in Trade Receivables	(196,112,259)		(137,824,966)	
Decrease/(Increase) in Other Current Assets	46,790,855		(34,219,158)	
Increase/ (Decrease) in Trade Payables	31,893,750		111,640,679	
Increase/ (Decrease) in Other Financial Liabilities	16,001,165		15,383,385	
Increase/ (Decrease) in Other Current Liabilities	(63,000,532)		132,740,749	
Gratuity Paid	(2,737,320)		(1,554,980)	
Leave Encashment Paid	(799,443)		(880,876)	
		(161,263,085)		90,809,562
<b>Cash Generated from Operations</b>		<b>(15,217,774)</b>		<b>156,155,612</b>
<b>Less:</b>				
Aggregate Direct Taxes paid/(Refund)	23,686,333		19,415,986	
		23,686,333		19,415,986
<b>Net Cash from Operating Activities</b>		<b>(38,904,107)</b>		<b>136,739,626</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>				
Purchase of Fixed Assets	(29,137,256)		(6,176,480)	
Product Development Cost	(50,198,351)		(78,593,386)	
Sale of Fixed Assets	-		1,390,000	
Interest Received on Fixed Deposit	2,295,112		2,027,008	
		(77,040,495)		(81,352,858)
<b>Net Cash used in Investing Activities</b>		<b>(77,040,495)</b>		<b>(81,352,858)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Proceeds from Non-Current Borrowings	37,120,968		4,108,864	
Repayment of Non-Current Borrowings	(3,408,750)		(3,139,460)	
Movement in Current Borrowings	108,453,384		(29,781,347)	
Bank Balance not considered as cash and cash equivalents (Refer Note: 8)	5,545,576		(11,227,412)	
Dividends Paid (including distribution tax)	(10,667,900)		-	
Finance Costs	(20,811,809)		(13,117,193)	
		116,231,469		(53,156,548)
<b>Net cash generated through financing activities</b>		<b>116,231,469</b>		<b>(53,156,548)</b>
<b>Net Increase/(Decrease) in Cash and equivalents (A+B+C)</b>		<b>286,867</b>		<b>2,230,220</b>
Cash & Cash Equivalents at the Beginning of the Year		<b>2,488,234</b>		<b>258,014</b>
Cash & Cash Equivalents at the End of the Year		<b>2,775,101</b>		<b>2,488,234</b>

Note:-

(i). The above cash flow statement has been prepared under the indirect method as set out in the Ind AS-7 'Statement of Cash Flows'.

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

	2017-18	2016-17
Cash and cash equivalents at the end of the year as per cash flow statement	2,775,101	2,488,234
Add: In Deposit a/c - Held as Security for the Loan and Margin Money against Bank Guarantee	27,898,924	33,444,500
<b>Cash and cash equivalents at the end of the year as per Note: 8</b>	<b>30,674,024</b>	<b>35,932,734</b>

As per our attached report of even date

For N K R & CO  
Chartered Accountants  
Firm Reg. No: 127820W

T.N.V.Visweswara Rao  
Partner  
M.No. 204084

For Bodhtree Consulting Limited  
CIN: L74140TG1982PLC040516

L. N.Ramakrishna  
Managing Director  
DIN: 03623543

K. Rajesh  
Director  
DIN: 02727491

K.Prabhakar Rao  
Chief Financial Officer

K.Srikanth Reddy  
Company Secretary

Place: Hyderabad  
Date: 30/05/2018

Place: Hyderabad  
Date: 30/05/2018

## Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2018

## Note 4

## Property, plant and equipment

Description	Property, Plant & Equipment							Intangible Assets			
	Computer - Hardware	AC's/UPS/ Stabilisers	Electrical Items	Office Equipment	Audio & Video Systems	Furniture & Fixtures	Vehicles	Total	Computer - Software	Developed Software Products	Total
Gross carrying amount											
As at 01 April 2016	46,507,535	9,450,392	4,080,861	4,620,323	197,000	16,176,732	24,384,237	105,417,080	15,758,073	-	15,758,073
Additions during the year	717,502	-	-	-	-	-	5,458,978	6,176,480	-	98,925,137	98,925,137
Disposals during the year	-	-	-	-	-	-	2,887,125	2,887,125	-	-	-
As at 31 March 2017	47,225,037	9,450,392	4,080,861	4,620,323	197,000	16,176,732	26,956,090	108,706,435	15,758,073	98,925,137	114,683,210
Additions during the year	14,648,963	270,450	744,240	13,473,603	-	-	-	29,137,256	40,000,000	-	40,000,000
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2018	61,874,000	9,720,842	4,825,101	18,093,926	197,000	16,176,732	26,956,090	137,843,691	55,758,073	98,925,137	154,683,210
Accumulated depreciation											
As at 01 April 2016	38,107,813	3,043,542	883,830	2,882,558	179,617	5,297,975	10,015,504	60,410,840	14,809,193	-	14,809,193
Additions during the year	3,387,615	1,828,757	398,256	573,394	14,218	1,780,625	3,229,479	11,212,344	740,710	85,834	826,544
Disposals during the year	-	-	-	-	-	-	1,890,891	1,890,891	-	-	-
As at 31 March 2017	41,495,428	4,872,299	1,282,086	3,455,952	193,835	7,078,600	11,354,092	69,732,293	15,549,903	85,834	15,635,737
Additions during the year	7,211,054	1,500,925	451,331	2,709,986	-	1,625,173	3,590,492	17,088,961	-	40,839,268	40,839,268
Disposals during the year	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2018	48,706,482	6,373,224	1,733,417	6,165,938	193,835	8,703,773	14,944,584	86,821,254	15,549,903	40,925,102	56,475,005
Net carrying amount											
As at 01 April 2016	8,399,722	6,406,850	3,197,031	1,737,765	17,383	10,878,757	14,368,733	45,006,240	948,880	-	948,880
As at 31 March 2017	5,729,609	4,578,093	2,798,775	1,164,371	3,165	9,098,132	15,601,998	38,974,142	208,170	98,839,303	99,047,473
As at 31 March 2018	13,167,518	3,347,618	3,091,684	11,927,988	3,165	7,472,959	12,011,506	51,022,437	40,208,170	58,000,035	98,208,205

Intangible Assets under Development : 87,141,588 (March 31, 2017: 76,943,237, April 01, 2016: 97,274,988).

## Note:

Intangible Assets under Development represents the cost incurred by the company on development of software which will be capitalised on completion thereof.

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2018

<b>Note : 5 Investments</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>Investment in Equity Instruments</b>			
	<u>Unquoted</u>			
	<u>Investments in Associates</u>			
	Learnsmart India Private Limited 505,000 (31st Mar'17 : 505,000, 31st Mar'16 : 505,000) Equity shares of Rs.10 each	5,050,000	5,050,000	5,050,000
	Pressmart Media Limited 5,257,924 (31st Mar'17 : 5,257,924, 31st Mar'16 : 5,257,924) Equity shares of Rs.10 each	67,199,710	67,199,710	67,199,710
	<u>Others</u>			
	Many Futures Inc Nil (31st Mar'17 : 497,669, 31st Mar'16 : 497,669) Equity Shares @ US \$ 1 each	-	22,699	22699
	<u>Quoted</u>			
	Hypersoft Technologies Limited 100,000 (31st Mar'17 : 100,000, 31st Mar'16 : 100,000) Equity Shares of Rs.10 each	726,000	1,000,000	945,000
	<b>Total</b>	<b>72,975,710</b>	<b>73,272,409</b>	<b>73,217,409</b>

<b>Note : 6 Deferred Tax Asset / (Liabilities)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	On account of depreciation	(4,381,003)	(7,869,750)	265,647
	On account of provisions, tax losses and investments	15,039,449	17,089,909	11,599,184
	<b>Total</b>	<b>10,658,446</b>	<b>9,220,159</b>	<b>11,864,831</b>

<b>Note : 7 Trade Receivables</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>(Unsecured, Considered Good)</b>			
	Trade Receivables	577,211,026	381,567,049	244,319,352
	<b>Total</b>	<b>577,211,026</b>	<b>381,567,049</b>	<b>244,319,352</b>

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2018

<b>Note : 8 Cash &amp; Cash Equivalens</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Cash on Hand	538,815	473,510	518
	Balances with Banks			
	-In Current Accounts with Banks	2,236,285	2,014,724	157,496
	-Cheque on Hand			100,000
	<b>Sub Total (A)</b>	<b>2,775,101</b>	<b>2,488,234</b>	<b>258,014</b>
	<b>Bank balances other than above</b>			
	In Deposit a/c - Held as Security for the Loan and Margin Money against Bank Guarantee	27,898,924	33,444,500	22,217,088
	<b>Sub Total (B)</b>	<b>27,898,924</b>	<b>33,444,500</b>	<b>22,217,088</b>
	<b>Total [ A + B ]</b>	<b>30,674,024</b>	<b>35,932,734</b>	<b>22,475,102</b>
	Of the above, the balances that meet the definition of Cash and cash equivalents as per Ind AS 7 Cash Flow Statements	<b>2,775,101</b>	<b>2,488,234</b>	<b>258,014</b>

<b>Note : 9 Loans and Advances</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>(Unsecured, Considered Good)</b>			
	Advances to related parties	34,093,643	33,978,643	33,978,643
	Deposits	5,496,561	4,133,596	12,091,596
	Others	474,000	6,701,492	3,727,492
	<b>Total</b>	<b>40,064,204</b>	<b>44,813,731</b>	<b>49,797,731</b>

<b>Note : 10 Other Financial Assets</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>(Unsecured, Considered Good)</b>			
	Security Deposits	13,620,295	15,571,467	15,148,467
	Interest Accrued on Fixed Deposits	-	-	963,728
	<b>Total</b>	<b>13,620,295</b>	<b>15,571,467</b>	<b>16,112,195</b>

<b>Note : 11 Current Tax Assets (Net)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Advance Tax (Net )	62,744,137	39,057,804	32,333,089
	Mat Credit Entitlement	2,509,261	2,509,261	2,736,236
	<b>Total</b>	<b>65,253,398</b>	<b>41,567,065</b>	<b>35,069,325</b>

<b>Note : 12 Other Current Assets</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As at 31st March, 2018</b>	<b>As at 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>(Unsecured, Considered Good)</b>			
	Advance to Suppliers	23,387,691	17,224,294	4,017,088
	Advances to employees	4,067,445	2,896,866	1,852,576
	Prepaid Expenses	4,095,830	2,841,430	330,684
	Unbilled Revenue	13,791,745	64,674,604	52,164,060
	Others	450,000	4,946,372	-
	<b>Total</b>	<b>45,792,711</b>	<b>92,583,566</b>	<b>58,364,408</b>

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2018

Note : 13 Equity Share Capital		Amount in Rs.																														
	Particulars	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016																												
	<b><u>AUTHORIZED CAPITAL</u></b>																															
	3,10,00,000 Equity Shares of Rs. 10/- each	310,000,000	310,000,000	310,000,000																												
		310,000,000	310,000,000	310,000,000																												
	<b><u>ISSUED , SUBSCRIBED &amp; FULLY PAID UP CAPITAL</u></b>																															
	1,99,58,236 (31st Mar'17 : 1,80,46,167, 31st Mar'16 : 1,75,46,167) Equity Shares of Rs. 10/- each with Voting Rights	199,582,360	180,461,670	175,461,670																												
	<b><u>Equity Shares of Rs.10/- each:</u></b>																															
	<b>Shares held by holding / ultimate holding company and / or their subsidiaries / associates and details of the shareholding more than 5% shares in the company</b>																															
	<table><tr><td><b>Name of Shareholder</b></td><td><b>2017-18 No.of shares</b></td><td><b>%</b></td><td><b>2016-17 No.of shares</b></td><td><b>%</b></td><td><b>2015-16 No.of shares</b></td><td><b>%</b></td></tr><tr><td>1.Bodhtree Solutions Inc</td><td>80,00,000</td><td>40.08</td><td>80,00,000</td><td>44.33</td><td>90,00,000</td><td>51.29</td></tr><tr><td>2.Sanjiv Gupta</td><td>21,34,500</td><td>11.83</td><td>21,34,500</td><td>11.83</td><td>21,34,500</td><td>12.17</td></tr><tr><td>3.Premeya World Wide Pte Ltd*</td><td>19,12,069</td><td>9.58</td><td>-</td><td>-</td><td>-</td><td>-</td></tr></table>	<b>Name of Shareholder</b>	<b>2017-18 No.of shares</b>	<b>%</b>	<b>2016-17 No.of shares</b>	<b>%</b>	<b>2015-16 No.of shares</b>	<b>%</b>	1.Bodhtree Solutions Inc	80,00,000	40.08	80,00,000	44.33	90,00,000	51.29	2.Sanjiv Gupta	21,34,500	11.83	21,34,500	11.83	21,34,500	12.17	3.Premeya World Wide Pte Ltd*	19,12,069	9.58	-	-	-	-			
<b>Name of Shareholder</b>	<b>2017-18 No.of shares</b>	<b>%</b>	<b>2016-17 No.of shares</b>	<b>%</b>	<b>2015-16 No.of shares</b>	<b>%</b>																										
1.Bodhtree Solutions Inc	80,00,000	40.08	80,00,000	44.33	90,00,000	51.29																										
2.Sanjiv Gupta	21,34,500	11.83	21,34,500	11.83	21,34,500	12.17																										
3.Premeya World Wide Pte Ltd*	19,12,069	9.58	-	-	-	-																										
	*19,12,069 equity shares were allotted to M/s Premeya World Wide Pte Ltd on 26th April, 2017 on conversion of CCPS for which listing approval from BSE was obtained on 30th May, 2017. However, said equity shares are not yet credited to Beneficiary account of said allottee as the beneficiary has not provided beneficiary account details to the company.																															
	<b>Reconciliation of Shares</b>																															
	<table><tr><td></td><td><b>2017-18</b></td><td><b>2016-17</b></td><td><b>2015-16</b></td></tr><tr><td>Opening Equity Shares</td><td>1,80,46,167</td><td>1,75,46,167</td><td>1,75,46,167</td></tr><tr><td>Add: Shares Issued during the year</td><td>19,12,069</td><td>5,00,000</td><td>-</td></tr><tr><td>Closing Equity Shares</td><td>1,99,58,236</td><td>18,046,167</td><td>1,75,46,167</td></tr></table>		<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	Opening Equity Shares	1,80,46,167	1,75,46,167	1,75,46,167	Add: Shares Issued during the year	19,12,069	5,00,000	-	Closing Equity Shares	1,99,58,236	18,046,167	1,75,46,167															
	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>																													
Opening Equity Shares	1,80,46,167	1,75,46,167	1,75,46,167																													
Add: Shares Issued during the year	19,12,069	5,00,000	-																													
Closing Equity Shares	1,99,58,236	18,046,167	1,75,46,167																													
		<b>199,582,360</b>	<b>180,461,670</b>	<b>175,461,670</b>																												
	<b><u>Details of Shares Issued for Consideration Other than Cash:-</u></b>																															
	91,00,000 Equity 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.	-	-	-																												
	<b>Total</b>	<b>199,582,360</b>	<b>180,461,670</b>	<b>175,461,670</b>																												

Rights, Preferences and Restrictions attached to Shares:

**Equity Shares**

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 if any 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.

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2018

Note : 14 Other Equity		Amount in Rs.		
	Particulars	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016
	<b>0.001% Compulsorily Convertible Preference Shares of 10 each</b>			
	Balance as per last balance sheet	24,259,380	30,509,380	30,509,380
	Add/ Less - Issue , allotment and conversion	(24,259,380)	(6,250,000)	-
	Balance at the end of the year	-	<b>24,259,380</b>	<b>30,509,380</b>
	<b>Securities Premium</b>			
	Opening balance	132,195,975	130,945,975	130,945,975
	Add : Premium on issue of Equity Shares during the year	58,509,311	15,000,000	-
	Less : Premium on conversion of CCPS issued	(53,370,636)	(13,750,000)	-
		<b>137,334,650</b>	<b>132,195,975</b>	<b>130,945,975</b>
	<b>Other Reserves</b>			
	General Reserve	5,000,000	5,000,000	5,000,000
		5,000,000	5,000,000	5,000,000
	<b>Surplus / (Deficit) in Statement of Profit and Loss</b>			
	Balance at the beginning of the year	66,847,397	39,329,873	39,252,536
	Less: Dividend Paid	9,980,000	-	-
	Less: Dividend Distribution Tax	2,031,514	-	-
	Add: Profit / (Loss) for the year	43,072,682	27,578,294	-
	Add / Less Fair value difference in Financial Instruments	-	-	930,000
	Add / less deferred tax adjustments	-	(60,770)	(852,663)
		<b>97,908,565</b>	<b>66,847,397</b>	<b>39,329,873</b>
	<b>Total</b>	<b>240,243,215</b>	<b>228,302,752</b>	<b>205,785,228</b>

Note : 15 Borrowings (Non-Current)		Amount in Rs.		
	Particulars	As At 31st March, 2018	As At 31st March, 2017	As At 1st April, 2016
	<b>Secured Loans</b>			
	- From Banks			
	Vehicle Loans	1,000,218	3,663,660	6,278,978
	Less: Current Maturities of Long term Debt	(924,829)	(2,665,273)	(2,615,314)
	Term Loan	18,979,922	-	-
	Less: Current Maturities of Long term Debt	(4,357,680)	-	-
		<b>14,697,632</b>	<b>998,387</b>	<b>3,663,664</b>
	- From Others			
	Vehicle Loans	3,330,811	3,847,585	262,863
	Less: Current Maturities of Long term Debt	(529,959)	(481,318)	(262,863)
		<b>2,800,852</b>	<b>3,366,267</b>	-
	<b>Total Secured Loans</b>	<b>17,498,484</b>	<b>4,364,654</b>	<b>3,663,664</b>
	<b>Unsecured Loans</b>			
	- From Others	17,912,512	-	-
	Less: Current Maturities of Long term Debt	(4,223,079)	-	-
	- From Related Parties	-	-	-
		<b>13,689,433</b>	-	-
	<b>Total Unsecured Loans</b>	<b>13,689,433</b>	-	-
	<b>Total</b>	<b>31,187,917</b>	<b>4,364,654</b>	<b>3,663,664</b>

Notes:

Secured Loans

Loan From Banks and Others

- 1 Secured by the hypothecation of vehicles
- 2 Loan amount is repayable within 3 years and 5 years

Notes Forming Integral Part of the Consolidated Balance Sheet as at 31st March, 2018

<b>Note : 16 Provisions(Non-Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>Provision for Employee Benefit</b>			
	Gratuity	5,096,239	4,254,741	3,495,466
	Compensated Absences	1,806,138	97,504	94,230
	<b>Total</b>	<b>6,902,377</b>	<b>4,352,245</b>	<b>3,589,696</b>

<b>Note : 17 Borrowings (Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	<b>Secured Loans - Refer Note</b>			
	Cash Credit facility from a Bank	177,824,503	42,931,734	73,833,573
	Credit Card Facility	2,393,180	-	-
	<b>Unsecured</b>			
	Loan from a Related Party	1,012,928	29,845,493	8,750,000
	From others	-	-	19,975,001
	<b>Total</b>	<b>181,230,611</b>	<b>72,777,227</b>	<b>102,558,574</b>

**Note**

1. Secured by hypothecation of Bookdebts, lien on fixed deposits and
2. Personal guarantees of Directors of the Company and collateral security of land owned by Director of the company.

<b>Note : 18 Trade Payables</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Trade Payables other than Acceptances:			
	Dues to micro enterprises and small enterprises	-	-	-
	Others	182,268,053	150,374,303	42,708,625
	<b>Total</b>	<b>182,268,053</b>	<b>150,374,303</b>	<b>42,708,625</b>

<b>Note : 19 Other Financial Liabilities (Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Current Maturities of Long Term Debt	10,035,547	3,146,588	2,878,177
	Other Advances	20,418,129	6,000,000	-
	Payable to Employees	18,839,470	17,256,434	7,873,049
	<b>Total</b>	<b>49,293,146</b>	<b>26,403,022</b>	<b>10,751,226</b>

<b>Note : 20 Other Current Liabilities</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Advance From Customers	867,827	2,412,154	10,592,134
	Provision for Expenses	32,969,918	114,251,604	13,786,088
	Statutory Liabilities	108,701,263	88,360,916	53,387,645
	Provision for Interest on Statutory Liabilities	21,597,900	34,764,189	29,362,763
	Dividend Payable (including Dividend Distribution Tax)	1,343,614	-	-
	Security Deposits	35,500,000	-	-
	<b>Total</b>	<b>200,980,522</b>	<b>239,788,863</b>	<b>107,128,629</b>

<b>Note : 21 Provisions (Current)</b>		<b>Amount in Rs.</b>		
	<b>Particulars</b>	<b>As At 31st March, 2018</b>	<b>As At 31st March, 2017</b>	<b>As At 1st April, 2016</b>
	Gratuity	439,107	185,314	170,876
	Compensated Absences	494,737	2,482,981	2,632,274
	<b>Total</b>	<b>933,844</b>	<b>2,668,295</b>	<b>2,803,150</b>



Notes Forming Integral Part of the Consolidated Statement of Profit And Loss for the year ended 31st March, 2018

Note : 22 Revenue from Operations		Amount in Rs.	
Sr. No	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
	<b>Export Sales</b>		
	Projects - Consultancy Services	131,430,917	131,748,909
	Projects - Off Shore	50,008,502	34,866,953
	License-Resale(Exports)	943,609	-
	Referral Fees	6,617,168	6,084,873
		<b>189,000,195</b>	<b>172,700,735</b>
	<b>Domestic Sales</b>		
	Consultancy Services	54,297,310	9,601,045
	Projects - Offsite	527,597,756	15,176,953
	Projects - Onsite Consultancy Services	182,992,438	343,377,838
	Sale of Licences & Others (including devices)	191,063,205	246,759,819
		<b>955,950,709</b>	<b>614,915,655</b>
	<b>Total</b>	<b>1,144,950,904</b>	<b>787,616,390</b>

Note : 23 Other Income		Amount in Rs.	
Sr. No	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
	Interest on Fixed Deposits with Bank	1,006,469	2,027,008
	Misc. Income	-	41,613
	Liabilities no Longer required to be paid Written Back	-	4,055,516
	Interest on Income Tax Refund	1,288,643	2,189,450
	Profit on sale of fixed assets	-	393,766
	Fair value difference of financial Instruments	-	55,000
	<b>Total</b>	<b>2,295,112</b>	<b>8,762,353</b>

Notes Forming Integral Part of the Consolidated Statement of Profit And Loss for the year ended 31st March, 2018

Note : 24 Work Execution Expenses		Amount in Rs.	
Sr. No	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
	Cost of SF / CRM Licenses / Others - (Resale / Own Use)	192,958,810	254,313,743
	Software - Technical Fee	593,461,081	253,100,151
	<b>Total</b>	<b>786,419,891</b>	<b>507,413,894</b>

Note : 25 Employee Benefit Expenses		Amount in Rs.	
Sr. No	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
	Salaries and Allowances	140,495,970	143,825,174
	Directors Remuneration	5,797,908	3,932,636
	Contribution to Provident Fund & others	9,714,632	10,270,946
	Staff Welfare	4,249,635	2,652,621
	<b>Total</b>	<b>160,258,145</b>	<b>160,681,377</b>

Note :26 Finance Costs		Amount in Rs.	
Sr. No	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
	Interest on Bank Overdraft	516,126	-
	Interest on Vehicle Loans	608,496	725,997
	Interest on Cash Credit from Bank	9,829,101	9,843,606
	Bank & Other Finance Charges	4,190,006	2,547,590
	Interest on Delayed Payment of Statutory Dues	5,668,080	12,035,040
	<b>Total</b>	<b>20,811,809</b>	<b>25,152,233</b>

Note : 27 Other Expenses		Amount in Rs.	
Sr. No	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
	Director's Sitting Fee	167,000	159,000
	Insurance	257,646	1,557,529
	Printing & Stationery	246,367	244,825
	Rent, Rates & Taxes	14,123,712	13,755,133
	Communication Expenses	4,759,447	2,780,104
	Travelling Expenses	10,984,723	8,299,355
	Business Promotion Expenses	1,958,476	954,866
	Electricity & Water Charges	3,368,546	3,613,859
	Professional & Consultancy Charges	6,045,056	6,407,182
	Remuneration to Auditors (Refer Note No.35)	850,000	652,280
	Recruitment & Training Expenses	674,975	1,772,395
	Repairs & Maintenance	7,527,245	6,245,281
	Foreign Exchange Variation Loss - Net	468,282	577,269
	Change in Fair Value (P&L)	274,000	-
	Investment written off	22,699	-
	Miscellaneous Expenses	4,359,566	992,830
	<b>Total</b>	<b>56,087,741</b>	<b>48,011,909</b>

Notes Forming Integral Part of the Consolidated Statement of Profit And Loss for the year ended 31st March, 2018

**Note: 28**

**Income Taxes**

**(a) Tax Expenses**

Sl. No.	Particulars	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>(i)</b>	<b>Profit or Loss section</b>		
	Current tax	22,848,562	8,778,675
	(Less):- Mat Credit / Reversal	-	226,975
	Taxes of Earlier Years	-	3,912,596
	Deferred tax	(1,400,772)	3,293,602
	<b>Total income tax expense recognised in Statement of Profit &amp; Loss</b>	<b>21,447,790</b>	<b>16,211,848</b>
<b>(ii)</b>	<b>OCI Section</b>		
	Remeasurements of post employment benefit	37,515	709,699
	<b>Income tax charged to OCI</b>	<b>37,515</b>	<b>709,699</b>

	Year Ended 31-03-2018	Year Ended 31-03-2017
<b>(b) Reconciliation of effective tax rate</b>		
<b>(i) Profit/Loss before tax</b>	65,740,200	44,576,733
Enacted tax rate in India	33.06%	33.06%
Expected tax expenses	21,735,682	14,738,405
<b>Tax at statutory income tax rate</b>	<b>21,735,682</b>	<b>14,738,405</b>
<b>(ii) Tax effected adjustments to reconcile expected income tax expense to reported income tax expenses</b>		
Effect of deductible / (non-deductible expenses) for tax purpose	1,112,879	(7,966,275)
Others	(1,400,772)	9,439,718
<b>Income tax expense</b>	<b>21,447,790</b>	<b>16,211,848</b>
Effective tax rate	32.63%	36.37%

## Notes attached to and forming part of Consolidated Financial Statements for the year ended March 31, 2018

### Note: 29

#### 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, 2018	For the Year ended March 31, 2017
Earnings for calculating the Earnings per share (Rs.)	43,072,682	27,578,294
Earnings for calculating Diluted Earnings per share (Rs.)	43,072,682	27,578,294
Weighted average number of equity shares ( For Basic EPS)	19,827,272	17,965,345
Weighted average number of equity shares ( For Diluted EPS)	19,827,272	20,391,283
Basic Earning per share	2.17	1.54
Diluted Earning per share	2.17	1.35

### Note: 30

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

### Note: 31

#### Segment Reporting

Based on the internal reporting provided to the Chief Operating Decision Maker, the consolidated financial results relates to "Software and related products" as the only reportable primary segment of the Group.

### Note: 32

#### Contingent Liabilities and Commitments

Particulars	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
	Rs.	Rs.	Rs.
Bank Guarantees	71,024,694	13,275,550	3,367,120
Dividend on 0.001% of Cumulative Convertible Redeemable Preference shares			131
<b>Total</b>	<b>71,024,694</b>	<b>13,275,550</b>	<b>3,367,251</b>

### Note: 33

#### Earnings in Foreign Exchange

Particulars	For the year ended 31- 03-2018	For the year ended 31- 03-2017
	Rs.	Rs.
FOB Value of Exports (Services)	189,000,195	172,700,735
<b>Total</b>	<b>189,000,195</b>	<b>172,700,735</b>

### Note: 34

#### Expenditure in Foreign Exchange

Particulars	For the year ended 31- 03-2018	For the year ended 31- 03-2017
	Rs.	Rs.
Purchase of Licences	15,438,046	19,762,270
Travelling , Conveyance & Other Expenditure	4,517,202	3,723,579
<b>Total</b>	<b>19,955,248</b>	<b>23,485,849</b>

### Note: 35

#### Payments to Auditors

Particulars	2017-18	2016-17
Statutory Audit Fee	500,000	350,000
Tax Audit Fee	250,000	200,000
Audit Fee for Consolidation of Accounts	50,000	25,000
Certification Fee	26,000	20,000
Out of pocket expenses reimbursed	25,000	28,530
<b>Total</b>	<b>851,000</b>	<b>595,000</b>

(Net of Tax)

### Note: 36

#### Employee Benefits

##### (i) Defined benefit plans

The Group provides for gratuity, a defined benefit plan to its employees. The gratuity plan provides a lump sum payment to eligible employees at retirement or termination of employment based on the respective employees last drawn salary and years of employment with the Group as governed by the Payment of Gratuity Act, 1972.

##### A. Change in Defined Benefit Obligation

	As at		
	31-Mar-18	31-Mar-17	1-Apr-16
Defined benefit obligation at the beginning of the year	4,440,055	3,666,342	4,838,250
Current service cost	1,206,659	539,095	451,086
Interest Cost	288,904	293,307	387,060
Loss / (gain) on settlements	-	-	-
Benefit Payments from Employer	(1,657,515)	(1,554,980)	(2,240,588)
Remeasurements - Due to Financial Assumptions	(514,349)	-	327,685
Remeasurements - Due to Experience Adjustments	1,771,592	1,496,291	(97,151)
<b>Projected benefit obligation at the end of the year</b>	<b>5,535,346</b>	<b>4,440,055</b>	<b>3,666,342</b>

##### B. Change in Fair Value of Plan Assets

Fair Value of Plan Assets at the beginning year	-	-	-
Employer Direct Benefit Payments	1,657,515	1,554,980	2,240,588
Benefit Payments from Employer	(1,657,515)	(1,554,980)	(2,240,588)
Fair Value of Plan Assets at the end of the year	-	-	-

C. Components of Defined Benefit Cost

Current service cost	1,206,659	539,095	451,086
Interest cost	288,904	293,307	387,060
Reimbursement of Other Long Term Benefits	-	-	-
<b>Defined Benefit Cost included in P &amp; L</b>	<b>1,495,563</b>	<b>832,402</b>	<b>838,146</b>
Remeasurements - Due to Financial Assumptions	(514,349)	-	327,685
Remeasurements - Due to Experience Adjustments	1,771,592	1,496,291	(97,151)
<b>Total Remeasurements in OCI</b>	<b>1,257,243</b>	<b>1,496,291</b>	<b>230,534</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>2,752,806</b>	<b>2,328,693</b>	<b>1,068,680</b>

D. Amounts recognized in the balance sheet

Defined Benefit Obligation	5,535,346	4,440,055	3,666,342
Fair Value of Plan Assets	-	-	-
<b>Funded Status</b>	<b>5,535,346</b>	<b>4,440,055</b>	<b>3,666,342</b>
Effect of Asset Ceiling / Onerous Liability	-	-	-
<b>Net Defined Benefit Liability / (Asset)</b>	<b>5,535,346</b>	<b>4,440,055</b>	<b>3,666,342</b>
<b>Short term liability in the above</b>	<b>439,107</b>	<b>185,314</b>	<b>170,876</b>

Assumptions

Discount rate	8.00%	8.00%	8.00%
Expected rate of salary increases	4.00%	5.00%	5.00%
Employee attrition rate	7.12%	7.12%	7.55%

- (ii) In respect of Defined contribution plan (Provident Fund), an amount of Rs.7,120,240 (31 March 2017: Rs.6,801,424) has been recognised in the Statement of Profit and Loss.

**Note: 37**

The Group has taken various premises under cancellable operating lease agreements. Group intends to renew such leases in the normal course of business. Total rental expenses under cancellable operating leases amounted to Rs.1,18,46,377 (previous year: Rs. 1,22,92,454). The same are grouped under Rent in other expenses in the Statement of Profit and Loss. The Group has no non-cancellable operating leases during the year ended 31 March 2018.

Notes attached to and forming part of Consolidated Financial Statements for the year ended March 31, 2018

**Note: 38**

**Financial instruments**

**i. Capital Management**

The Group manages its capital to ensure that the Group will be able to continue as going concern while maximising the return to stakeholders through optimisation of debt and equity balance. The capital structure of the Group consists of net debt and total equity of the Group. The Group is not subject to any externally imposed capital requirements.

Gearing ratio:

The gearing ratio at the end of the reporting period was as follows

Particulars	As at March 31, 2018	As at March 31, 2017	As at Apr 1, 2016
Interest-bearing loans and borrowings	221,441,146	50,442,979	80,375,414
Less: cash and cash equivalents	30,674,024	35,932,734	22,475,102
<b>Underlying net debt</b>	<b>190,767,122</b>	<b>14,510,245</b>	<b>57,900,312</b>
Total equity	<b>439,825,575</b>	<b>408,764,422</b>	<b>381,246,898</b>
<b>Equity and underlying net debt</b>	<b>630,592,697</b>	<b>423,274,667</b>	<b>439,147,210</b>
<b>Gearing ratio</b>	<b>30.25%</b>	<b>3.43%</b>	<b>13.18%</b>

**Interest bearing loan and borrowings**

<b>Non-Current</b>			
Secured Loans			
- From Banks	19,980,140	3,663,660	6,278,978
- From Others	3,330,811	3,847,585	262,863
Unsecured Loans			
- From Related Parties	-	-	-
- From Others	17,912,512	-	-
<b>Current</b>			
Secured Loans			
-Cash Credit facility from a Bank	180,217,683	42,931,734	73,833,573
Unsecured			
- Loan from a Related Party			
- From Others			
	<b>221,441,146</b>	<b>50,442,979</b>	<b>80,375,414</b>

**ii. Category of Financial Instruments**

Particulars	March 31, 2018		March 31, 2017		April 1, 2016	
	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial assets</b>						
<b>Non Current Financial Assets</b>						
Investments	726,000	72,249,710	1,022,699	72,249,710	967,699	72,249,710
<b>Current Financial Assets</b>						
Trade Receivables		577,211,026		381,567,049		244,319,352
Cash and cash equivalents		30,674,024		35,932,734		22,475,102
Short-term loans and advances		40,064,204		44,813,731		49,797,731
Others		13,620,295		15,571,467		16,112,195
<b>Total financial assets</b>	<b>726,000</b>	<b>733,819,259</b>	<b>1,022,699</b>	<b>550,134,691</b>	<b>967,699</b>	<b>404,954,090</b>
<b>Financial Liabilities</b>						
<b>Non Current Financial liabilities</b>						
Borrowings	41,223,464		7,511,245		6,541,841	
<b>Current Financial liabilities</b>						
Borrowings		1,012,928	42,931,734	29,845,493		28,725,001
Trade payables		182,268,053		150,374,303		42,708,625
Other financial liabilities		39,257,599		23,256,434		7,873,049
<b>Total financial liabilities</b>	<b>41,223,464</b>	<b>222,538,580</b>	<b>50,442,979</b>	<b>203,476,230</b>	<b>6,541,841</b>	<b>79,306,675</b>

### iii. Financial risk management

The Group's finance department monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Group's Corporate Treasury function reports quarterly to the Group's Board of Directors that monitors risks and policies implemented to mitigate risk exposures.

### iv. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Group's credit risk arises principally from the trade receivables, loans, cash and cash equivalents and other financial assets.

#### *Trade receivables*

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. The customer's credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue trade receivables. The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

#### *Cash and bank balances*

The credit risk on liquid funds and other bank deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

#### *Loans*

The Group's corporate treasury function manages the financial risks related to the business. The treasury function focuses on capital protection, liquidity and yield maximisation.

#### *Deposits and advances*

The Group's Corporate treasury function manages the financial risks related to the business. The Treasury function focuses on capital protection, liquidity and yield maximisation. Deposits and Advances are extended to counterparties after assessing their financial capabilities. Counterparty credit limits are reviewed and approved by Board/Audit Committee of the Group. These limits are set to minimise the concentration of risks and therefore mitigates the financial loss through counterparty's potential failure to make payments.

### v. Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Ultimate responsibility for liquidity risk management rests with the board of directors. The Group manages liquidity risk by maintaining reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods and its financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

Particulars	As at March 31, 2018				As at March 31, 2017				As at April 01, 2016				(Rs in lakhs)
	< 1year	1-5 years	> 5 years	Total	< 1year	1-5 years	> 5 years	Total	< 1year	1-5 years	> 5 years	Total	
<b>Financial assets</b>													
(i) Trade receivables	4,645.66	1,126.45	-	5,772.11	3,154.00	661.67	-	3,815.67	1,671.26	771.93	-	2,443.19	
(ii) Cash and cash equivalents	27.75	-	-	27.75	24.88	-	-	24.88	2.58	-	-	2.58	
(iii) Bank balances other than (ii) above	278.99	-	-	278.99	334.45	-	-	334.45	222.17	-	-	222.17	
(iv) Loans and advances	400.64	-	-	400.64	448.14	-	-	448.14	497.98	-	-	497.98	
(v) Other Financial Assets	136.20	-	-	136.20	155.71	-	-	155.71	161.12	-	-	161.12	
<b>Total financial assets</b>	<b>5,489.24</b>	<b>1,126.45</b>	<b>-</b>	<b>6,615.70</b>	<b>4,117.18</b>	<b>661.67</b>	<b>-</b>	<b>4,778.85</b>	<b>2,555.11</b>	<b>771.93</b>	<b>-</b>	<b>3,327.04</b>	
<b>Financial liabilities</b>													
<b>Non-Current</b>													
(i) Borrowings	56.78	311.88	-	368.66	31.47	43.65	-	75.11	28.78	36.64	-	65.42	
<b>Current</b>													
(i) Borrowings	1,812.31	-	-	1,812.31	727.77	-	-	727.77	1,025.59	-	-	1,025.59	
(ii) Trade Payables	1,822.68	-	-	1,822.68	1,503.74	-	-	1,503.74	427.09	-	-	427.09	
(iii) Other Financial Liabilities	392.58	-	-	392.58	232.56	-	-	232.56	78.73	-	-	78.73	
<b>Total financial liabilities</b>	<b>4,084.34</b>	<b>311.88</b>	<b>-</b>	<b>4,396.22</b>	<b>2,495.55</b>	<b>43.65</b>	<b>-</b>	<b>2,539.19</b>	<b>1,560.18</b>	<b>36.64</b>	<b>-</b>	<b>1,596.82</b>	

vi. Foreign exchange risk

The Group's exchange risk arises from its foreign currency revenues and expenses. (primarily in US Dollars, Singapore Dollars and Euros)

Particulars	Foreign Currency	As at 31-03-2018	As at 31-03-2017
Trade Receivables	USD	2,789,680	919,498
	(In Rs.)	179,906,480	59,261,643
	SGD	460,677	135,171
	(In Rs.)	22,637,660	6,211,104
	EURO	4,058	3,911
	(In Rs.)	323,869	267,808
Advances from Trade Receivables	USD	126	126
	(In Rs.)	8,121	8,119
Trade Payables	USD	250,829	208,781
	(In Rs.)	16,175,945	13,455,963

**Note: 39**

**Transition to Ind AS**

These financial statements, for the year ended March 31, 2018, are the Group's first financial statements prepared in accordance with Ind AS. The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended March 31, 2018, the comparative information presented in these financial statements for the year ended March 31, 2017 and in preparation of an opening Ind AS balance sheet at April 1, 2016 (the Group's date of transition).

In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provision of The Companies Act. (Previous GAAP or Indian GAAP).

This note provides an explanation of the how transition from previous GAAP to Ind AS has affected the Group's financial position as on 1st April 2016 and 31st Mar 2017 and financial performance for the year ended 31st March 2017.

**Reconciliation of Equity and Total Comprehensive Income**

**(i) Reconciliation of Equity:**

Particulars	Rs. In lacs	
	As at 31/03/2017	As at 01/04/2016
<b>Equity as per IGAAP</b>	<b>3,969.52</b>	<b>3,811.70</b>
Effect of Transition to Ind AS:		
Change in Financial Instruments - Investments	9.85	9.30
Proposed Dividend and Dividend Tax de-recognised	108.60	-
Change in fair value Deferred Tax	(0.33)	(8.53)
<b>Equity as per Ind AS</b>	<b>4,087.64</b>	<b>3,812.47</b>

**(ii) Reconciliation of Total Comprehensive Income:**

Particulars	Rs. In lacs	
	For the year ended 31/03/2017	
<b>Net Profit / (Loss) as per IGAAP</b>	<b>266.43</b>	
Change in fair value of investments	0.55	
Re-measurement of provision for employee benefits as per actuarial valuation	14.96	
Re-measurement of deferred tax on the above adjustments	1.71	
<b>Net Profit as per Ind AS</b>	<b>283.65</b>	
Other Comprehensive Income (net of tax)	7.87	
<b>Total comprehensive income as per Ind AS</b>	<b>275.78</b>	



Notes attached to and forming part of Consolidated Financial Statements for the year ended March 31, 2018

**Note: 40**

**Related Party Disclosures**

Holding Company	: Bodhtree Solutions Inc (Upto 29/05/2016)
Subsidiary Company	: Bodhtree Human Capital Pvt Limited
Fellow Subsidiaries	: Bodhtree Solutions Pte Limited (Upto 29/05/2016)
Associate Company	: Pressmart Media Limited Learnsmart (India) Private Limited
Key Management Personnel	: Mr. L.N.Ramakrishna, Managing Director
Enterprises controlled or significantly influenced by individual / relatives:	: Kepler Information Systems Pvt Ltd Sreeven Infocom Ltd Skyline Ventures India Ltd

**Transactions with Related Parties**

Particulars	2017-18	2016-17
	Rs.	Rs.
<b>Sales/Rendering Services</b>		
- Bodhtree Consulting LLC	116,708,973	3,737,250
- Bodhtree Technologies PTE LTD	-	7,590,986
- Bodhtree Solutions Inc	2,590,980	28,467,204
- Bodhtree Solutions PTE Ltd.	15,344,916	113,816
<b>Purchases/Availing Services</b>		
- Kepler Information Systems Pvt Ltd	29,160,000	-
- Sreeven Infocom Ltd	-	1,600,000
<b>Remuneration to Key Managerial Persons</b>		
- L.N. Ramakrishna - Managing Director	5,797,908	3,932,636
- K. Prabhakar Rao - Chief Financial Officer	1,738,000	1,322,688
<b>Loans Received / (Repaid)</b>		
- Kepler Information Systems Pvt Ltd	(27,411,310)	27,468,693
<b>Advances Given</b>		
- Bodhtree Human Capital Private Limited	18,000	2,063
<b>Balances outstanding at the end of the year</b>		
<b>Debit Balances</b>	75,715,048	53,448,999
<b>Credit Balances</b>	1,012,928	29,845,493
<b>Investments</b>	72,249,710	72,249,710

**Note: 41**

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

**Note: 42**

**Statutory Group Information**

Description	Name of the entity in the Group	
	Parent - Bodhtree Consulting Limited	Subsidiary - Bodhtree Human Capital Pvt. Ltd.
<b>Net assets</b>		
As a % of consolidated net assets	100.003%	-0.003%
Amount	439,790,033	(15,045)
<b>Share in profit or loss</b>		
As a % of consolidated profit / (loss)	100.120%	-0.120%
Amount	44,294,824	(53,000)
<b>Share in other comprehensive income</b>		
As a % of consolidated other comprehensive income	100.000%	0.000%
Amount	(1,219,728)	-
<b>Share in total comprehensive income</b>		
As a % of total comprehensive income	100.123%	-0.123%
Amount	43,075,096	(53,000)

As per our attached report of even date

For N K R & CO  
Chartered Accountants  
Firm Reg. No: 127820W

For Bodhtree Consulting Limited  
CIN: L74140TG1982PLC040516

T.N.V.Visweswara Rao  
Partner  
M.No. 204084

L. N.Ramakrishna  
Managing Director  
DIN: 03623543

K. Rajesh  
Director  
DIN: 02727491

K.Prabhakar Rao  
CHIEF FINANCIAL OFFICER

K.Srikanth Reddy  
COMPANY SECRETARY

Place: Hyderabad  
Date: 30/05/2018

Place: Hyderabad  
Date: 30/05/2018

## ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) MANDATE FORM FOR PAYMENT OF DIVIDEND

To  
 M/s. Venture Capital and Corporate Investments Private Limited  
 12-10-167, Bharatnagar  
 Hyderabad – 500018  
 Telangana  
 Tel: 040-23818475/476  
 Fax: 040-23868024

Shareholders authorization to receive dividends through Electronic Credit Clearing Mechanism.

Registered Folio No.:	ECS Ref. No.: (for office use only)
Name of the first/sole shareholder	
Bank Name	
Branch Address & Telephone No. of Branch	
Bank Account Number (As appearing on the Cheque Books)	
9 digit code number of the Bank and Branch appearing on the MICR Cheque issued by the Bank. (Please attach a blank cancelled Cheque, or a photocopy (Xerox copy) of a Cheque issued to you by your Bank, for verification of the above particulars)	
Account Type (Please tick the option)	<input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit
Bank Account Ledger Folio No. (If any)	
Effective date of this mandate	
PAN	

I hereby, declare that the particulars given above are correct and complete. If the payment transaction is delayed or not effected at all for any reasons, including but not limited to incomplete or incorrect information, I will not hold M/s. Bodhtree Consulting Limited responsible. I agree to discharge the responsibility expected of me as a participant under the Scheme.

I, further undertake to inform the Company of any subsequent change(s) in the above particulars.

Place: \_\_\_\_\_ Name of First Holder: \_\_\_\_\_

Date: \_\_\_\_\_ Name of Second Holder: \_\_\_\_\_

Note:

1. Please fill in the information in CAPITAL LETTERS in ENGLISH ONLY.
2. In case of shareholders holding the equity shares in demat form, the shareholders are requested to provide details to their respective Depository participants. Shareholders are also requested to not that changes, if any, intimated by the Demat Account holders directly to the Company will not be considered.

**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 36<sup>th</sup> Annual General Meeting of the Shareholders of Bodhtree Consulting Limited on Thursday, the 20<sup>th</sup> day of September, 2018 at 09.30 A.M. at Crystal-I, Radisson, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032

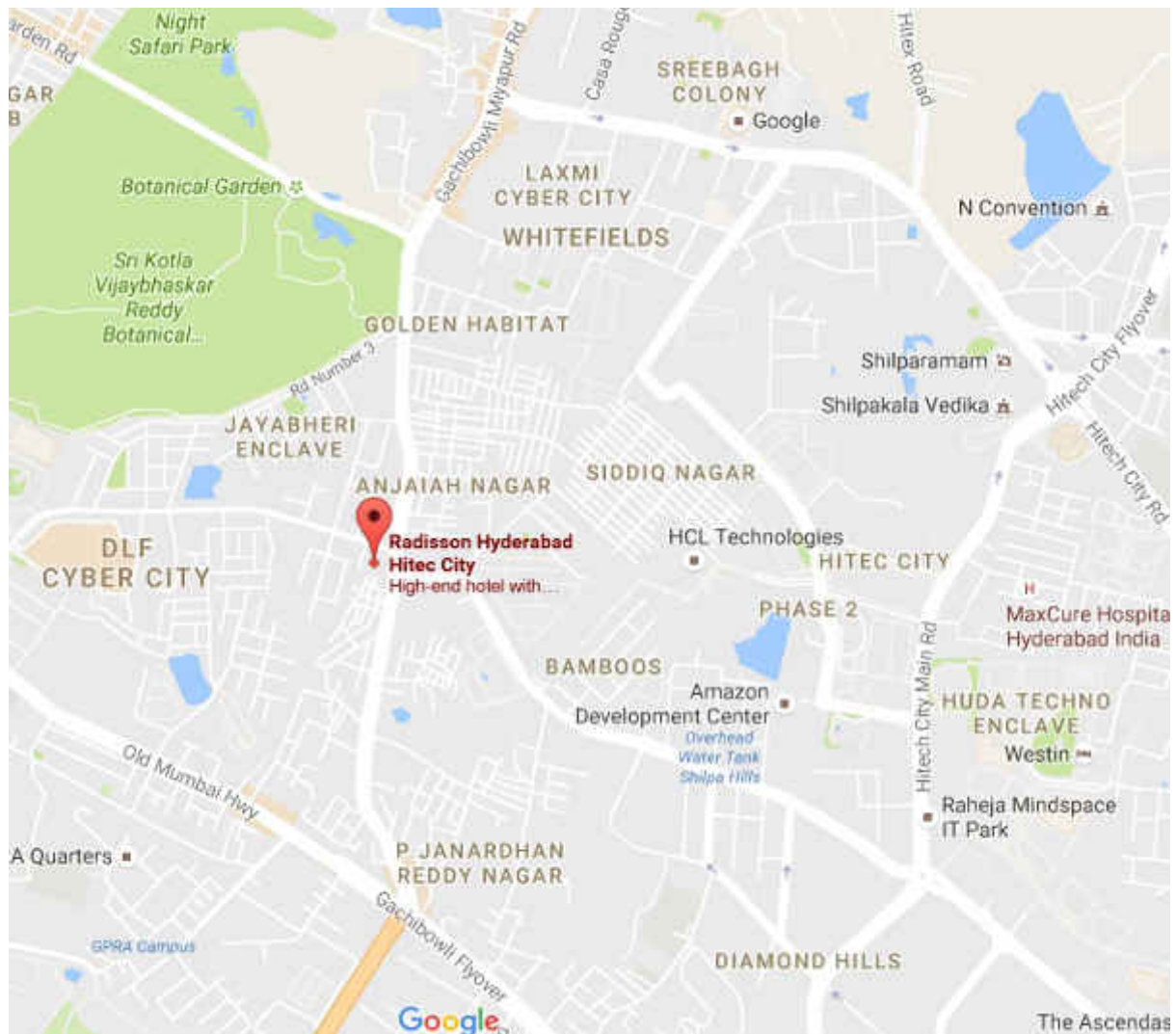
<b>DP ID*</b>	<b>Regd. Folio No.</b>
<b>Client ID*</b>	<b>No. of Shares</b>

\*Applicable if shares are held in electronic form.

Name & Address of Member

\_\_\_\_\_  
 Signature of Shareholder/Proxy/  
 Representative (Please Specify)

**ROUTE MAP FOR VENUE OF THE 36<sup>th</sup> ANNUAL GENERAL MEETING**



**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**, hereby appoint

(1) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

(2) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him/her

(3) Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Thursday, the 20<sup>th</sup> day of September, 2018 at 09.30 A.M. at Crystal-I, Radisson, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution</b>		<b>Optional ( √ )</b>
-------------------	--	-----------------------

<b>Number</b>	<b>Description</b>	<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>			
1	Adoption of Accounts (Standalone and Consolidated) for the financial year ended 31 <sup>st</sup> March, 2018, the Balance Sheet as at that date and the Reports		
2	To declare a Final Dividend on Equity Shares for the Financial Year 2017-18.		
3	Appointment of Mrs. Lakkimsetti Muneashwari, Director, who retires by rotation and being eligible offers herself for re-appointment.		
4	Ratification of appointment of M/s. N K R & Co., Chartered Accountants, (ICAI Firm Registration Number: 127820W) as Statutory Auditors of the Company.		
<b>Special Business</b>			
5	Preferential Issue of Warrants Convertible into Fully Paid-Up Equity Shares		
6	Approval of Related Party Transactions		
7	Approval of the limits for the Loan(s) and Investment(s) by the Company in terms of the provisions Section 186 of the Companies Act, 2013		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of shareholder: \_\_\_\_\_

Affix  
Revenue  
Stamp

**NOTE:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

**Form No.MGT-12****POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

CIN	L74140TG1982PLC040516		
Name of the Company	<b>BODHTREE CONSULTING LIMITED</b>		
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	
Number of Equity shares held			

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Resolution Number	Description	Optional ( √ )	
		For	Against
Ordinary Business			
1	Adoption of Accounts (Standalone and Consolidated) for the financial year ended 31 <sup>st</sup> March, 2018, the Balance Sheet as at that date and the Reports		
2	To declare a Final Dividend on Equity Shares for the Financial Year 2017 -18. of the Directors and Auditors there on.		
3	Appointment of Mrs. Lakkimsetti Muneashwari, Director, who retires by rotation and being eligible offers herself for re-appointment.		
4	Ratification of appointment of M/s. N K R &Co., Chartered Accountants, (ICAI Firm Registration Number: 127820W) as Statutory Auditors of the Company.		
Special Business			
5	Preferential Issue of Warrants Convertible into Fully Paid-Up Equity Shares		
6	Approval of Related Party Transactions		
7	Approval of the limits for the Loan(s) and Investment(s) by the Company in terms of the provisions Section 186 of the Companies Act, 2013		

Place:

Date:

(Signature of the Shareholder)









## **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

Tel: +91.40.6622.2333,

Fax: +91.40.6622.2444

**Web:** [Bodhtree.com](http://Bodhtree.com)

**Email:** [buisness@bodhtree.com](mailto:buisness@bodhtree.com)

