

Form No.MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31-03-2022

[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	Level-2, Wing-A, Melange Towers, Patrika Nagar, Madhapur, Hitech City, Hyderabad – 500081 Tel:+040-42619840, Fax: +91 040 66222444 Email: cosecy@bodhtree.com Website: www.bodhtree.com
Whether listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Venture Capital and Corporate Investments Private Limited 12-10-167, Bharatnagar, Hyderabad, Telangana – 500018 Ph: 040-23818475; Fax: 040 23868024 Email: info@vccilindia.com Website: www.vccilindia.com

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.	U74900TG2016 PTC103679	Subsidiary	Equity Shares 100%	2(87)(ii)

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 01.04.2021				No. of Shares held at the end of the year 31.03.2022				%Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian	60100	--	60100	0.3	60100	--	60100	0.30	-
a) Individual/HUF	--	--	--	--	--	--	--	--	--
b) Central Govt	167000	--	167000	0.84	167000	--	167000	0.84	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	227100	--	227100	1.14	27100	--	227100	1.14	-
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other....	8000000	--	8000000	40.08	8000000	--	8000000	40.08	--
Sub-total (A)(1):-	8000000	--	8000000	40.08	8000000	--	8000000	40.08	--
(2) Foreign									
a) NRIs – Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A)(2):-									
Total shareholding of Promoter (A) =	1027100	--	1027100	41.22	8227100	--	8227100	41.22	

(A)(1)+(A)(2)									
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	100200	--	100200	0.50	100000	--	100000	0.50	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	100200	1912069	2012069	0.50	100000	--	100000	0.50	--
h) Foreign Venture Capital Funds	498215	1923569	2421784	12.13	507552	1923569	2431121	12.18	0.04
i) Others (specify)	2219470	54510	2273980	11.39	2567081	54510	2621591	13.14	1.75
Sub-total (B)(1):-	5876434	25000	5901434	29.57	5551787	25000	5576787	27.94	(1.63)
2. Non-Institutions	472333		481333	2.41	472333	9000	481333	2.41	--
a) Bodies Corp.	266893	9000	540293	2.71	228435	273400	501835	2.51	(0.20)
b) Individuals	12112	273400	12112	0.06	18469	--	18469	0.09	(0.03)
i)Individual shareholders holding nominal share capital up	9345357	--	9718867	58.77	9345457	373410	9718867	58.77	-

to Rs. 2 lakh ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh c) Others - Trust - Non-resident Indians - Clearing members									
Sub-total (B)(2):-									
Total Public Shareholding (B)= (B)(1)+ (B)(2)	9445657	2285479	11731136	58.77	9445657	2285479	11731136	58.77	-
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	17672757	2285479	19958236	100.00	17672757	2285479	19958236	100.00	--

(ii) Shareholding of Promoters:

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	40.08	40.08	8000000	40.08	40.08	--
2	M/s. Mas Trading & Investments Pvt Ltd	167000	0.84	--	167000	0.84	--	--
3	Monica Gupta	60100	0.30	--	60100	0.30	--	-
4	Sanjiv Gupta	0	0	---	--	--	--	-
	Total	8227100	41.22	40.08	8227100	41.22	40.08	--

(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	0.30	60100	0.30
2	Sanjiv Gupta At the beginning of the year	0	-	0	-
		--	--	--	--
3	M/s. Mas Trading & Investments Pvt Ltd	167000	0.84	167000	0.84
4	M/s. Bodhtree Solutions Inc.	8000000	40.08	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		Increase/Decrease in shareholding during the year			Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Date	No of shares	Reason	No. of shares	% of total shares of the Company
1.	Premeya World Wide Pte Ltd	1912069	9.58	--	--	--	1912069	9.58
2.	Balasubramani am P	909312	4.56					
3.	Rajiv Verma	723600	3.63	--	--	--	723600	3.63
4.	Anita Soni	671010	3.36	--	--	--	671010	3.36
5.	BCL Employees Benefit Trust	481333	2.41				481333	2.41
6.	Hari Kishen Brij Mohan Soni HUF.	467269	2.34	--	---	--	467269	2.34
7.	Brij Mohan Soni	399823	2.00	--	---	--	399823	2.00
8.	Kepler Information Systems Pvt Ltd	383603	1.60				383603	1.65
9	Sukumar Bandreddy	297100	1.49	--	---	--	297100	1.49
10	Palaniappan Natarajan	273400	1.37	--	--	--	273400	1.37

(v) Shareholding of Directors and Key Managerial Personnel:

S. No	Name of the director / key managerial personnel (KMP)	Shareholding/Cumulative Shareholding					
		beginning of the year		during the year		End of the year	
		No. of shares	%	No. of shares	%	No. of shares	%
1.	Sanjiv Gupta	0	0	0	0	0	0
2.	L Muneashwari	0	0	0	0	0	0
3.	L N Rama Krishna	0	0	0	0	0	0
4.	Rajesh Katragadda	0	0	0	0	0	0
5.	Prasen Kumar Puvvula	60937	0.3	-60937	-0.3	0	0
6.	Srinivas Reddy Mallayagaru	0	0	0	0	0	0
7.	Rajesh Kotha Gupta	432	.002	0	0	432	.002
8.	Santosh Kumar Vangapally	0	0	0	0	0	0
9.	P Subhshini	0	0	0	0	0	0
10.	Sivaraman	0	0	0	0	0	0
11.	Pattabiraman	0	0	0	0	0	0
12.	Anil	0	0	0	0	0	0
13.	Naveen Erva	0	0	0	0	0	0

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
Indebtedness at the beginning of the financial year				
i) Principal Amount	4707601	15348076	-	20055677
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4707601	15348076	-	20055677
Change in Indebtedness during the financial year				
• Addition				
• Reduction	3515825	-	-	3515825
Net Change	3515825	-	-	3515825
Indebtedness at the end of the financial year				
i) Principal Amount	1191776	15348076	-	16539852
ii) Interest due but not paid				

iii) Interest accrued but not due				
Total (i+ii+iii)	1191776	15348076	-	16539852

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, ~~Whole~~ Directors and/or Manager

S. No	Particulars of Remuneration	Name of MD/WT/Manager		
		Lakkimsetti Naga Ramakrishna	Rajesh Kotha Gupta	Santosh Kumar Vangapally
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	19,41,436/-	91,245/-	5,69,469/-
2.	Stock Option	--		--
3.	Sweat Equity	--		--
4.	Commission - as % of profit - Others, specify...	-- --		-- --
5.	Others, please specify	--		--
Total (A)		19,41,436/-	91,245/-	5,69,469/-
Ceiling as per the Act		The Remuneration is paid according to section 197 read with Schedule V of the Companies Act, 2013.		

B. Remuneration to other Directors

S. No	Particulars of Remuneration					
		Puvvala Prasen Kumar	Katragadda Rajesh	Srinivas Reddy Mallayagari	Pattabir aman	Total Amount
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Reimbursement of expenditure for participation in the Board and other meetings			-- --	-- --	
		Naveen Erva	Sivaraman	Subhashini P	Anil	Total Amount
	Independent Directors • Fee for attending board / committee meetings • Commission • Reimbursement of expenditure for					

	participation in the Board and other meetings					
	Total (1)					
2	Other Non-Executive Directors	L N Rama Krishna	Sanjiv Gupta	Lakkimsetti Muneashwari	Total Amount	
	• Fee for attending board / committee meetings • Commission • Others, please specify					
	Total (2)					

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

S. No	Particulars of Remuneration	Name of KMP	
		Whole-time Director	
		Rajesh Kotha	Santosh Kumar Vangapally
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	91,245/- -- --	5,69,469/- -- --
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - Others, specify...	-- --	
5.	Others, please specify	--	
Total		91,245/-	5,69,469/-

S. No	Particulars of Remuneration	Name of KMP			
		CFO	Company Secretary		
		B R Naresh Kumar	Varsha Gupta	A S Nageswara Rao	Kavitha Somavarapu
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-- -- --	3,17,227	5,50,473	1,79,721

	(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			-- --	
2.	Stock Option	--		-- --	
3.	Sweat Equity	--		--	
4.	Commission - as % of profit - Others, specify...	-- --			
5.	Others, please specify	--			
Total			3,17,227	5,50473	1,79,721

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/ SEBI	Appeal made, if any (give Details)
Penalty	--	--	--	8,00,000	Penalty was paid under protest, in the process of filing appeal application with SAT
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
OTHER OFFICERS IN DEFAULT- L N Rama Krishna					
Penalty	--	--	--	35,00,000	Filed an Appeal with SAT vide A.No. 447/2022
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
OTHER OFFICERS IN DEFAULT- Rajesh Katragadda					
Penalty	--	--	--	2,25,000	Penalty was paid under protest and filed an Appeal with SAT vide A.No. 447/2022
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

Place: Hyderabad
Date: 06.09.2022

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

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

Naveen Erva Kavitha Somavarapu
Director Company Secretary
(DIN: 9342849)