FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

Annual Return

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: L74140TG1982PLC040516 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AABCB3103D

(ii) (a) Name of the company: BODHTREE CONSULTING LIMIT

(b) Registered office address

Block "A", Wing "2", Level-6, Cyber Gateway,
Hitech City, Madhapur
Hyderabad
Telangana
500081
India

(c) *e-mail ID of the company: cosecy@bodhtree.com

(d) *Telephone number with STD code: 04066222333

(e) Website:

(iii) Date of Incorporation: 7/16/82

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (•) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1

(b) CIN of the Registrar and Transfer Agent U65993TG1986PTC006936 **Pre-fill**

Name of the Registrar and Transfer Agent

VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LTD.

Registered office address of the Registrar and Transfer Agents

12-10-167
BHARAT NAGAR

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 20/09/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 3 **Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Bodhtree Human Capital Priva	U74900TG2016PTC103679	Subsidiary	100
2	Pressmart Media Limited	U74300TG2006PLC051031	Associate	33

3	Learnsmart (India) Private Limi	U80903TG2007PTC052887	Associate	22.62

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	31000000	19958236	19958236	19958236
Total amount of equity shares (in Rupees)	310000000	199582360	199582360	199582360

Number of classes 1

Class of Shares Equity shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	31000000	19958236	19958236	19958236
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	310000000	199582360	199582360	199582360

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium

Equity shares				
At the beginning of the year	18046167	180461670	180461670	
Increase during the year	1912069	19120690	19120690	0
i. Pubic Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	1912069	19120690	19120690	
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	19958236	199582360	199582360	
Preference shares				
At the beginning of the year	2425938	24259380	24259380	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				

Decrease during the year	2425938	24259380	24259380	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify Conversion of preference to equity shares	2425938	24259380	24259380	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ○ Yes ◉ No ○ Not Applicable

Separate sheet attached for details of transfers ◉ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting 22/07/2017

Date of registration of transfer (Date Month Year)

Type of transfer [ ] 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred | Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor

Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			203528634
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			18925440
Deposit			0
Total			222454074

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 1144950904

(ii) Net worth of the Company 439910096

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference

		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2194600	11	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8167000	40.92	0	
10.	Others	0	0	0	
	Total	10361600	51.92	0	0

Total number of shareholders (promoters) 4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	4844139	24.27	0	
	(ii) Non-resident Indian (NRI)	2585745	12.96	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	100000	0.5	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1482212	7.43	0	
10.	Others Trusts and Clearing membe	584540	2.93	0	
	Total	9596636	48.09	0	0

Total number of shareholders (other than promoters) 2918

Total number of shareholders (Promoters+Public/ Other than promoters) 2922

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	2125	2918
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. **Promoter**	0	1	0	1	0	10.69
B. Non-Promoter	0	5	0	4	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	3	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	5	0	10.69

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJIV GUPTA	00233040	Director	2134500	
MUTHUKRISHNAN SW	00339373	Director	0	21/11/2018
KATRAGADDA RAJES	02727491	Director	0	
RAMA KRISHNA LAKK	03623543	Managing Director	0	
MUNEASHWARI LAKK	07219454	Director	0	
SRIKANTH REDDY KO	AWEPK1184F	Company Secretar	0	24/09/2018
PRABHAKAR RAO KAL	AQUPP3810B	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
DR. KRISHNAN JAYAR	07277651	Director	11/05/2017	VACATION
KOMMINENI SRINIVAS	07655081	Additional director	25/05/2017	CESSATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	22/07/2017	2374	45	54.78

B. BOARD MEETINGS

*Number of meetings held 6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2017	7	6	85.71
2	15/06/2017	5	5	100
3	14/09/2017	5	4	80
4	14/12/2017	5	4	80
5	14/02/2018	5	5	100
6	30/03/2018	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held 10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	11/05/2017	3	3	100
2	Audit Committe	14/09/2017	3	2	66.67
3	AuditCommitte	14/12/2017	3	2	66.67
4	Audit Committe	14/02/2018	3	3	100
5	Nomination an	11/05/2017	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Nomination an	14/02/2018	3	3	100
7	Stakeholders F	11/05/2017	3	3	100
8	Stakeholders F	14/09/2017	3	2	66.67
9	Stakeholders F	14/12/2017	3	2	66.67
10	stakeholders F	14/02/2018	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 9/20/18 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SANJIV GUPT	6	6	100	2	2	100	Yes
2	MUTHUKRISH	6	6	100	10	10	100	Yes
3	KATRAGADD	6	5	83.33	10	8	80	Yes
4	RAMA KRISH	6	6	100	0	0	0	Yes
5	MUNEASHWA	6	5	83.33	8	6	75	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAMA KRISHNA LA	MANAGING DIF	5797000	0	0	0	0
	Total		5797000	0	0	0	5797000

Number of CEO, CFO and Company secretary whose remuneration details to be entered 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRABHAKAR RAO	CHIEF FINANCI	1738000	0	0	0	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	SRIKANTH REDDY	COMPANY SEC	756696	0	0	0	0
	Total		2494696	0	0	0	2494696

Number of other directors whose remuneration details to be entered 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MUTHUKRISHNAN	DIRECTOR	50000	0	0	0	0
2	KATRAGADDA RA	DIRECTOR	41000	0	0	0	0
3	SANJIV GUPTA	DIRECTOR	34000	0	0	0	0
4	MUNEASHWARI LA	DIRECTOR	37000	0	0	0	0
5	KOMMINENI SRINI	DIRECTOR	5000	0	0	0	0
	Total		167000	0	0	0	167000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ◯ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: P.S. Rao

Whether associate or fellow: ◉ Associate ◯ Fellow

Certificate of practice number: 3829

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 28 dated 30/05/2018 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: RAMA KRISHNA LAKKIMSETTI NAGA

DIN of the director: 03623543

To be digitally signed by: DAVULURI SRINIVASA RAO — Digitally signed by DAVULURI SRINIVASA RAO Date: 2019.01.08 12:26:02 +05'30'

◯ Company Secretary

◉ Company secretary in practice

Membership number: 12394 Certificate of practice number: 14487

Attachments

List of attachments

1. List of share holders, debenture holders — **Attach**
2. Approval letter for extension of AGM; — **Attach**
3. Copy of MGT-8; — **Attach**
4. Optional Attachement(s), if any — **Attach**

list of shareholders.pdf
Bodhtree MGT 8.pdf
list of transfers.pdf

Remove attachment

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This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

DS MINISTRY OF CORPORATE AFFAIRS 24

Digitally signed by DS MINISTRY OF CORPORATE AFFAIRS 24
DN: c=IN, o=MINISTRY OF CORPORATE AFFAIRS, postalCode=500068, st=Telangana, street=HAGOLE BANDKAGUDA HYDERABAD, 2.5.4.51=2 ND FLOOR CORPORATE BHAWAN, cn=DS MINISTRY OF CORPORATE AFFAIRS 24
Reason: I attest to the accuracy and integrity of this document
Date: 2019.01.10 13:07:06 +05'30'