

REGISTERED & CORPORATE OFFICE :

Level-2, Wing-A, Melange Towers, Patrika Nagar,
Madhapur, Hitech City, Hyderabad - 500 081

TEL : +91 40 4261 9840 **WEB :** www.Bodhtree.com

CIN : L74140TG1982PLC040516

Date: September 03, 2024

To

**The Listing Compliance Department
M/s. BSE Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.

Scrip code: 539122

Dear Sir/Madam,

Sub: Notice of 42nd Annual General Meeting and the 42nd Annual Report for the FY 2023-24

Pursuant to the provisions of the Regulation 34 of the SEBI (LODR) Regulations, 2015, we herewith enclose, the Notice of the 42nd Annual General Meeting (AGM) to be held Audio-Visual Electronic Communication Means ("AVEC") on Monday, September 30, 2024 at 01.00 p.m.

The Notice of 42nd AGM together with the 42nd Annual Report of the Company was dispatched today to all the shareholders and stakeholders of the Company to their registered email ids and also made available on the Company's website www.bodhtree.com at the Investors Info with the following URL: https://bodhtree.com/download/downloads/42nd_Annual_Report.pdf.

The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 25, 2024 to Monday, September 30, 2024 (both days inclusive) for the purpose of the 42nd Annual General Meeting and further inform that the e-voting period will commence from Friday, September 27, 2024 at 9.00 A.M and ends on Sunday, September 29, 2024 at 5.00 P.M and for the same the cut-of-date & record date is Tuesday, September 24, 2024. The Company is providing its Shareholders, the facility to cast their vote by electronic means on all the resolutions set forth in the Notice through M/s. Central Depository Services (India) Limited (CDSL) e-voting platform at www.evotingindia.com (EVSIN: 220713016) and also availed the e AGM facility of CDSL.

We enclose the Notice of 42nd AGM together with the 42nd Annual Report of the Company for the FY 2023-24.

This is for the information all the stakeholders of the Company and for the record of the Exchange, please.

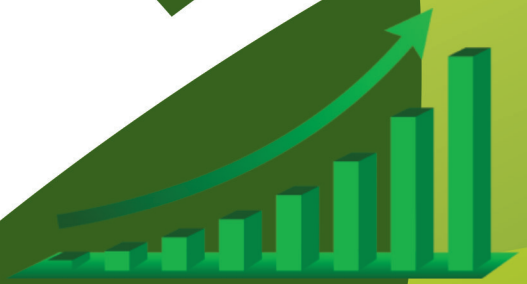
Yours truly

For **Bodhtree Consulting Limited**

Prashanth Mitta
Whole-time Director
DIN: 02459109



Encl: A/a.



2023-2024

42nd ANNUAL REPORT

www.bodhtree.com

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CORPORATE INFORMATION

Board of Directors

Mr. Santosh Kumar Vangapally (DIN: 09331903)	-	Whole-time Director
Mr. Prashanth Mitta (DIN: 02459109)	-	Whole-time Director & CEO ¹
Mr. Nikshit Hemendra Shah (DIN: 07910462)	-	Independent Director ²
Mr. Ajay Kumar Giri (DIN: 10254489)	-	Independent Director ³
Mr. Ravinder Reddy Surukanti L (DIN: 07838836)	-	Independent Director ⁴
Mrs. Sucharitha Bandugula (DIN: 09410952)	-	Non-executive Director ⁵
Mr. Nirvigna Kotla (DIN: 09351042)	-	Executive Director ⁶
Mr. Maruti Venkata Subbarao Poluri (DIN: 02519170)	-	Independent Director ⁷

¹Mr. Prashanth was appointed as Whole-time director & CEO w.e.f. May 02, 2024 & June 15, 2024.

²Mr. Nikshit was appointed as Independent Director w.e.f. May 02, 2024

³Mr. Ajay was appointed as Independent Director w.e.f. May 02, 2024

⁴Mr. Ravinder was appointed as Independent Director w.e.f. December 18, 2024

⁵Mrs. Sucharitha was appointed as Independent Director w.e.f. May 02, 2024

⁶Mr. Nirvigna was appointed as Independent Director w.e.f. December 18, 2024

⁷Mr. Subbarao was appointed as Independent Director w.e.f. December 18, 2024

⁸Mr. Bhanu Dinesh Alava was appointed as CFO w.e.f. December 18, 2024

⁹Mrs. Sarita Johri was appointed as CS w.e.f. July 01, 2024 in place of resigned CS Pompa w.e.f. March 12, 2024.

Chief Financial Officer

Mr. Bhanu Dinesh Alava⁸

Company Secretary

Mrs. Sarita Johri⁹

Statutory Auditors

M/s. RSM & Associates,
Chartered Accountants,
F.No.302, 3-5-168, Victoria Towers,
Narayanaguda, Hyderabad - 500029.

Internal Auditors

M/s. GMK Associates
Chartered Accountants
#607, Raghava Ratna Towers, Chirag Ali Lane,
Abids, Hyderabad - 500001

Registrar & Share Transfer Agents

M/s. Venture Capital and Corporate Investments Pvt. Ltd.,
"AURUM", Door No.4-50/P-11/57/4F & 5F, Plot No.57,
4th & 5th Floors, Jayabheri Enclave Phase - II,
Gachibowli, Hyderabad - 500032
Ph: 040-23818475/476, Email: info@vccipl.com

Secretarial Auditors (for F.Y.23-24)

M/s. SPP & Associates
Company Secretaries,
2-20-8/G/23, First Floor, Sri Giri Colony,
Adarsh Nagar, Uppal, Medchal- Malkajgiri,
Hyderabad-500039, Telangana, India

Registered Office

Level-2, Wing-A, Melange towers,
Patrika Nagar, Madhapur, Hitech City,
Hyderabad, Telangana, India, 500081
E-mail: cosecy@bodhtree.com

CIN: L74140TG1982PLC040516

WEBSITE: www.bodhtree.com

INVESTORS EMAIL ID: cosecy@bodhtree.com

Listing of Securities

1. M/s. BSE Limited (BSE)

Bankers / Lenders

HDFC Bank, Hitech city branch

Board Committees:

Audit Committee

Mr. Maruti Venkata Subbarao Poluri	Chairman
Mr. Nikshit Hemendra Shah	Member
Mr. Prashanth Mitta	Member

Stakeholders Relationship Committee

Mr. Ravinder Reddy Surukanti	Chairman
Mr. Nirvigna Kotla	Member
Mr. Ajay Kumar	Member

Nomination and Remuneration Committee

Mr. Nikshit Hemendra Shah	Chairman
Mr. Ravinder Reddy Surukanti	Member
Mrs. Sucharitha Bandugula	Member

N O T I C E

Notice is hereby given that the Forty Second (42nd) Annual General Meeting of the Members of M/s. Bodhtree Consulting Limited will be held at the Registered Office of the Company situated at Level-2, Wing-A, Melange towers Patrika nagar, Madhapur, Hitech City, Hyderabad, Hyderabad, Telangana, India, 500081 through Audio-Visual Electronic Communication Means ("AVEC") on Monday, the 30th day of September 2024 at 01.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2024, including Audited Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Santosh Kumar Vangapally (DIN: 09331903), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. **To Approve Related Party Transaction(s) for the FY 2024-25 and FY 2025-26.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time and the Company's Policy on Related Party Transaction(s), the approval 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 be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with M/s. Bodhtree Solutions PTE, Singapore, M/s. Bodhtree Technologies PTE, Singapore and M/s. Wilmer Technologies LLP, companies having common director/partner, Mr. Prasanth Mitta, Whole-time Director DIN: 02459109, and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed, for an aggregate value of up to ₹50,00,00,000/- (Rupees Fifty Crores) each, proposed to be entered for the FY 2024-25 and FY 2025-26, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

4. **To increase the limits for borrowings:**

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, including without limitation, from any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100 Crores (Rupees One Hundred Crore only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers

in the ordinary course of business) may exceed the aggregate of the paid-up share capital and its free reserves of the Company.

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crore only) for the Company at any time.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual 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."

5. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 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 (a) give any loan to any Body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any Body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any 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 100 Crores (Rupees One Hundred Crore 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.

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

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors or Company Secretary of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised 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 Limited

Sarita Johri

Company Secretary & Compliance Officer

Date: August 07, 2024

Place: Hyderabad

NOTES:

1. In accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/22 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) read with Circular no. SEBI/HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07.10.2023 and other relevant circulars issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Annual General Meetings (AGMs) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) upto September 30, 2024, without physical presence of members at a common venue. The SEBI vide the abovementioned Circular No. has extended the relaxations from printing and dispatching of Physical Copies of Annual Reports and to conduct the AGMs through VC/ OAVM till September 30, 2024. However, in terms of Regulation 36(1)(c) of LODR Regulations, Company is required to send hard copy of full Annual Report to those shareholders who request for the same. Hence, in compliance with the Circulars, the AGM of the Company is being convened through VC/OAVM and the venue of the AGM shall be deemed to be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not attached to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), in respect of items of special business is annexed hereto and forms part of the Notice.
4. In case you are holding the Company’s shares in dematerialized form, please contact your depository participant and kindly give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc. In case you are holding Company’s shares in physical form, please inform Company’s RTA viz. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase -II, Gachibowli, Hyderabad – 500032, by enclosing a photocopy of blank cancelled cheque of your bank account.
5. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form with effect from January, 24, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase -II, Gachibowli, Hyderabad – 500032, is the Registrar & Share Transfer Agent (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and are requested to send the relevant share certificates to the RTA/Company.
7. Corporate members intending to allow their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
8. Members holding shares in physical form are informed to furnish their bank account details to the RTA to have the same printed on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.
9. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
10. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):
Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company’s Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (‘IEPF Rules’) as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.
The Members/Claimants whose shares and/or unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 which is available on www.iepf.gov.in and on the website of the Company www.bodhtree.com along with requisite fee as decided by it from time to time.

Members who have not yet encashed the dividend warrants from the financial year ended March 31, 2017 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents without any further delay. It is in the Members' interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the members' account on time.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amount which were lying with the Company upto and in respect of the year ended on March 31, 2016, have already been transferred to the IEPF. The details of the unclaimed dividends are available on the Company's website at www.bodhtree.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact the Company's Registrar and Share Transfer Agent or the Company to claim the unclaimed/unpaid dividends.

11. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
12. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/CIR-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA. Securities and Exchange Board of India (SEBI) vide its Circular dated November 3, 2021, December 15, 2021 and March 16, 2023, has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023. Members are requested to submit their PAN, KYC and nomination details to the RTA of the Company Venture Capital and Corporate Investments Pvt. Ltd. The format of mandatory KYC documents is available on the Company's Website www.bodhtree.com.

Members holding shares in electronic form are, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002.

13. Members may also note that the Notice of the 36th Annual General Meeting is available on the Company's website: www.bodhtree.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at cosec@slvdigital.in.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated January, 5, 2023, Notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2023-24 will also be available on the Company's website at www.bodhtree.com, on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.co, and on the website of CDSL www.evotingindia.com.

To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively.

14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
15. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/reappointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
16. Retirement of Directors by rotation: Mr. Prashanth Mitta, Non-Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment. The Board of directors recommend his reappointment.

Instructions for E-VOTING

CDSL e-Voting System –For e-voting during AGM

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bodhtree.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The voting period begins on September 27, 2024 at 09:00 A.M. and ends on September 29, 2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 24, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Board of Directors have appointed Mr. Y Ravi Prasada Reddy, Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholder	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password.</p> <p>Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/ home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/ EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https:// eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option.</p> <p>Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

vi. Login method for e-Voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If 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. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders 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 **EVSN: 240826018** for the relevant Company, i.e., Bodhtree Consulting Limited, on which you choose to vote.
- 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 Resolution details.
- 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.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cosec@slvdigital.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cosec@slvdigital.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cosec@slvdigital.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through AVC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. or Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

General Instructions

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on August 15, 2023.
- ii. The scrutinizer shall, immediately after the conclusion of voting at the AGM, unlock the votes through e-voting and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the Meeting, a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.bodhtree.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., September 30, 2024.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING NOTICE DATED AUGUST 07, 2024.

Item No. 3

To Approve Related Party Transaction(s) for the F.Y.2024-25 and F.Y. 2025-26.

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per resolution No. 3 may or may not be at arm's length and in the ordinary course of business of the Company. Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution. Material Related Party Transaction means transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The Company proposes to enter into transactions of Availing/ Providing of Services/goods/Loans/ Advance sale/ purchase/ supply/ loan/ debit note/ credit note/ guarantee/ rendering and availing services etc., for the FY 2024-25 and FY 2025-26 up to 50 Cr each. with related parties as provided in Resolution No. 3, from time to time, at the agreed terms of the transactions between the parties.

In respect of the transactions of sale/ purchase/ supply/ loan/ debit note/ credit note/ guarantee/ rendering and availing services etc., with Bodhtree Solutions PTE, Singapore, Bodhtree Technologies PTE, Singapore and Wilmer Technologies LLP may or may not be in the ordinary course of business and on arm's length basis.

The Audit Committee and the Board of Directors has approved the said proposed related party transactions which were

placed before them at their respective meetings held on May 27, 2024.

Further, the said transactions qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same. Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions is mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Prashant Mitta, who is a Director / Shareholder in Bodhtree Solutions PTE, Singapore, Bodhtree Technologies PTE, Singapore and Wilmer Technologies LLP and Whole-time Director of M/s. Bodhtree Consulting Limited.

The Board recommend the Resolution No. 3 of the Notice for approval of the members by way of an Ordinary Resolutions.

Item No. 4

To increase the limits for borrowings

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits to Rs. 100 Crores for the Company. Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company for which authorisation for creation of charge on assets of the Company for securing the borrowings made by the Company is also proposed to be increased to Rs. 100 Crores.

Hence, the Special Resolution at Item No. 4 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act, the Directors recommend the Special Resolution as set out at Item no. 4 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Item No. 5

To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

In order to make optimum use of surplus funds as may be 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 the Annual General Meeting for an amount not exceeding INR 100 crores (Rupees One Hundred 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 or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution as set out at item no. 5 except to the extent of their shareholding in the Company.

By Order of the Board
For Bodhtree Consulting Limited

Date: August 07, 2024
Place: Hyderabad

Sarita Johri
Company Secretary & Compliance Officer

Details of Director(s) seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

A	Name	Mr. Santosh Kumar Vangapally (DIN: 09331903)
B	Brief Profile	
	i) Age	22/08/1975
	ii) Educational Qualification	Master's degree in International Business, International Marketing Finance and a Bachelor's degree in Commerce and Economics.
	iii) Experience in specific functional area	He has worked in various decision-making roles in executive management and operations for well-known national and multinational companies. he was a part of the core team for mergers of domestic companies with MNCs. Other key strengths include BOT projects from bidding to live and steady state.
	iv) Date of appointment on the board of the Company	October 04, 2021
C	Nature of expertise in functional area	Mentioned in clause B (iii) above.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	Nil
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹ 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)	Nil
H	Terms and Condition of appointment	Being appointed as Whole-time Director of the Company.
I	Number of meetings of the Board attended during the financial year 2023-24	Ten out of Ten
J	Remuneration last drawn	12.00 lakh p.a.
K	Remuneration proposed to be drawn	12.00 lakh p.a.

BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting before you the 42nd Board's Report on the Company's business and operations, together with the audited financial statements for the financial year ended March 31, 2024.

Update on Implementation of the Resolution Plan

In accordance with the applicable provisions of the Insolvency and Bankruptcy Code 2016 ("IBC/Code"), the Corporate Insolvency Resolution Process ("CIRP Process") of Bodhtree Consulting Limited ("Company") was initiated by the Financial Creditors of the Company. The Financial Creditors petition to initiate the CIRP Process was admitted by the National Company Law Tribunal ("NCLT") Hyderabad Bench on February 20, 2023 ("Insolvency Commencement Date"). Mr. Sreenivasa Rao Ravinuthala, was appointed as the Interim Resolution Professional ("IRP") to manage the affairs of the Company. Subsequently, Mr. Sreenivasa Rao Ravinuthala, was confirmed as the Resolution Professional ("RP") by the committee of creditors ("CoC") at their meeting. On appointment of the IRP/RP, the powers of the Board of Directors of the Company were suspended.

The RP invited expressions of interest and submission of a resolution plan in accordance with the provisions of the Code. Out of various resolution plans submitted by Resolution Applicants, the CoC approved the resolution plan submitted by Mr. Santhosh Kumar Vangapally and his associate Mr. Prem Anandh Amarnathan. The RP submitted the CoC approved resolution plan to the NCLT on July 30, 2023 was deliberated and as per the directions of the COC, the Resolution Applicant has submitted the revised resolution plan on 13.08.2023 for the approval of the NCLT, Hyderabad Bench and the Hon'ble NCLT, Hyderabad bench approved the Resolution Plan vide its Order dated December 12, 2023 ("IBC/NCLT Order"). Pursuant to the NCLT order read with the approved Resolution Plan, a new Board was constituted on December 18, 2023 ("Reconstituted Board" or "Board") and a new management was put in place. In accordance with the provisions of the Code and the NCLT order, the approved resolution plan is binding on the Company and its employees, members, creditors, guarantors and other stakeholders involved.

The entire payments contemplated under the resolution plan were paid to the financial creditors and upon the completion of entire payment, the IA 1504/2023 in CP(IB) No. 271/9/HDB/2020 was disposed of by the Hon'ble NCLT, Hyderabad bench vide Order dated December 12, 2023.

Members are requested to read this report in light of the fact that the new Board and the new management is currently implementing the resolution plan.

Financial performance

In compliance with the provisions of the Companies Act, 2013 ('Act'), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company has prepared its financial statements as per Indian Accounting Standards ('Ind AS') for the FY 2020-21. The financial highlights of the Company's operations are as follows:

(Amount in Rs. Lakhs)

Particulars	2023-24	2022-23
Total Income	1,720.71	3,933.99
Total Expenditure	1,890.97	6,884.13
Profit before Tax	(1,70.26)	(2,605.07)
Provision for Tax	--	--
Profit after Tax	(246.43)	(2,626.25)
Transfer to General Reserve	--	--
Profit available for appropriation	--	--
Provision for Proposed Dividend	--	--
Provision for Corporate Tax	--	--

Performance

a) Operations

The total revenue of the Company for the financial year ended March 31, 2024 was Rs. 1720.71 Lakhs as compared to the previous year's total revenue of Rs. 3933.99 Lakhs. During this financial year the Company has incurred a net loss of Rs (246.43)/- as against the previous year's net loss of Rs. (2626.25)/-.

b) Prospects

Post the revival of the Company vide Hon'ble NCLT, Hyderabad bench Order dated December 12, 2023 from which the new management has taken over the control of the Company, the new Board is studying the existing business lines of the Company as well as the prospects for entering the new business lines and the Board is confident that the Fy2024-25 will be a new start for the Company for its future growth.

Change in the nature of business

There was no change in nature of the business of the Company during the financial year ended on March 31, 2024.

Share Capital

As on March 31, 2024, the authorised share capital of the Company is Rs 37,00,00,000 (Rupees Thirty-Seven Crores) divided into 3,70,00,000 equity shares of Rs 10/- each as compared to the previous year Authorized Capital of Rs. 37,00,00,000 divided into 3,70,00,000 equity shares of Rs 10/- each and the paid-up share capital of the Company as on March 31, 2024 is Rs. 17,17,31,140/- divided into 1,71,73,114 equity shares of Rs 10/- each as compared to the previous year Paid-up Capital of Rs. 19,95,82,360/- divided into 1,99,58,236 Equity Shares of Rs. 10/- each fully paid-up.

As per the approved resolution plan dated December 12, 2023, the Paid-up capital of Company was reduced from Rs. 19,95,82,360/- to Rs. 17,17,31,140/-

Transfer to reserves

For the financial year ended March 31, 2024, the Company has not transferred any amount to General Reserves and Surplus Account.

Dividend

Company has not declared any dividend during the year.

Buy Back of shares and disinvestment

The Company has not bought back any of its securities and there was no disinvestment during the Financial Year ended March 31, 2024.

Indian Accounting Standards (Ind AS)

The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs' notification of the Companies (Indian Accounting Standards) Rules, 2015. The standalone and consolidated financial statements of the Company, forming part of the Annual Report, have been prepared and presented in accordance with all the material aspects of the Indian Accounting Standards ('Ind AS') as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs ('MCA')) and relevant amendment rules issued thereafter and guidelines issued by the Securities Exchange Board of India ("SEBI").

Unclaimed securities demat suspense account

There were no unclaimed securities to be kept in the demat suspense account.

Deposits

The Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet for the FY 2023-24.

Significant and material orders passed by the regulators

During the FY 2023-24, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future. However, Hon'ble NCLT, Hyderabad bench admitted the Company for IRP and approved the Resolution Plan on December 12, 2023 and disposed the IRP against the Company.

Material changes and commitments

There were no material changes and commitments, affecting the financial position of the Company between the end of the financial year March 31, 2024 to which the financial statements relates and the date of signing of this report.

Board of Directors

At the end of FY 2023-24, the following are the Board of Directors of the Company

Sl.No	Name of the Director	DIN	Designation
1	Mr. Santosh Kumar Vangapally	09331903	Whole-time Director
2	Mr. Ravinder Reddy Surukanti	07838836	Independent Director
3	Mr. Kotla Nirvigna	09351042	Executive Director
4	Mr. Maruti Venkata Subbarao Poluri	02519170	Independent Director

During the year under review the suspended Board consisting of Mr. L N Ramakrishna (DIN: 03623543), Mr. Anil (DIN: 09331597), Mr. Naveen Erva (DIN: 09342849), Mrs. Subhashini Prattighantam (DIN: 09359263) and Mr. Srinivasan Pattabiraman (DIN: 09368916) were removed from the Board during the year by way of their resignations on December 18, 2023 in compliance with the approved Resolution Plan.

As on report date, the Board of Directors in its meeting held on December 18, 2023 and May 02, 2024 appointed the following new Board of Directors and members in their EGM held on July 31, 2024 approved their appointments.

Currently the board of directors consists of the following directors:

Sl.No.	Name of the Director	DIN	Designation
1	Mr. Santosh Kumar Vangapally	09331903	Whole-time Director
2	Mr. Ravinder Reddy Surukanti	07838836	Independent Director
3	Mr. Kotla Nirvigna	09351042	Executive Director
4	Mr. Maruti Venkata Subbarao Poluri	02519170	Independent Director
5	Mr. Bandugula Sucharitha	09410952	Non-executive Non-independent Director
6	Mr. Ajay Kumar Giri	10254489	Independent Director
7	Mr. Nikshit Hemendra Shah	07910462	Independent Director
8	Mr. Prashanth Mitta	02459109	Whole-time Director & CEO

Note: Sl.No. 1 to 4 were appointed on December 18, 2023 as per the approved Resolution Plan and Sl.No. 5 to 8 were appointed on May 02, 2024 by the Board and whose appointment was approved by the members in their EGM held on July 31, 2024.

Key Managerial Personnel

During the FY 2023-24, the Company is having the following KMPs

1. Mr. Santosh Kumar Vangapally – Whole-time Director
2. Mr. Prashanth Mitta – Whole-time Director ¹
3. Mr. Bhanu Dinesh Alava – Chief Financial Officer ²
4. Mrs. Pompa Mukarjee – Company Secretary ³
5. Mrs. Saritha Johri – Company Secretary ⁴

¹Appointed as Whole-time Director w.e.f. form May 02, 2024.

²Appointed as Chief Financial Officer w.e.f. form December 18, 2024.

³Resigned as Company Secretary w.e.f. from March 12, 2024.

⁴Appointed as Company Secretary w.e.f. form July 01, 2024.

Declaration by the Independent Directors

The Company has received declarations from all independent directors of the Company confirming that they continue to meet the criteria of independence, as prescribed under Section 149 of the Companies Act, 2013, rules made there under and SEBI LODR Regulations. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

Policy on Directors' appointment and remuneration and other details

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors and Senior Management personnel and fix their remuneration. The detailed policy is available on the Company's website at www.bodhtree.com.

Annual 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, 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.

Familiarisation Programme

A handbook covering the role, functions, duties and responsibilities and the details of the compliance requirements expected from the Directors under the Act, and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were given and explained to the new Directors.

The newly appointed Directors are given induction and orientation with respect to Company's Vision, Core purpose, Core Values and Business operations. In addition, detailed presentations are made by Senior Management Personnel on business environment, performance of the Company at every Board Meeting.

The above initiatives help the Directors to understand the Company, its business and the regulatory framework in which the Company operates and enables the Directors to fulfil their role/responsibility.

Details of Familiarization Programme for the Independent Directors are uploaded on the website of the Company at www.bodhtree.com.

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the **Annexure-I** forming part of this Report.

Subsidiary, Associate and Joint Venture Companies

As on March 31, 2024, your Company has no Subsidiary.

Related party transactions

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.bodhtree.com.

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 is prepared in Form AOC-2 pursuant to clause (h) of the Companies (Accounts) Rules, 2014 and the same is annexed herewith as **Annexure-II** to this Report.

Statement of Particulars of Appointment and Remuneration of Managerial Personnel/ employees:

Information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided along with a statement containing, inter alia, names of employees employed throughout the financial year and in receipt of remuneration of Rs. 102 lakhs or more, employees employed for part of the year and in receipt of Rs. 80.50 lakhs or more per month, pursuant to Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as **Annexure-III** to this report.

Statutory Auditors

M/s. R S M & Associates., Chartered Accountants (Firm Registration No. 002813S) were appointed as Statutory Auditors of the Company at the 40th Annual General Meeting (AGM) of the Company held on 30th September 2022 for a term of 5 (Five) consecutive years to conduct the audit of F.Y. 2022-2023 to F.Y.2026-2027.

Auditors' Report

(a) Statutory Auditors Report

The board of directors in its meeting held on May 27, 2024 duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2024 and there has been no qualifications/ emphasis of the matter together with the management replies:

(b) Internal Auditors

During the year under review, GMK Associates., Chartered Accountants, has appointed as the internal auditors to review internal controls and operating systems and procedures as per the scope of audit.

(c) Cost Auditors

Pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Act, the maintenance of cost records is not applicable for the company for the year under review.

(d) Cost Audit Records

Appointment of Cost Auditors is not applicable as the turnover is less than applicable limit and hence maintenance of cost records was not applicable to the Company.

(e) Secretarial Auditors and Report

M/s. SPP & Associates who was appointed as the Secretarial Auditor of the Company for the FY 2023-24.

The Secretarial Audit for the financial year ended March 31, 2024, was carried out by M/s. SPP & Associates, Practicing Company Secretaries. The Report given by the Secretarial Auditors in Form MR-3 is annexed as **Annexure-IV** and forms integral part of this Report.

The board of directors in its meeting held on May 27, 2024 duly reviewed the Secretarial Auditor's Report for the year ended March 31, 2024 and has noted the following qualifications/ observations/ deviations together with the management replies:

Secretarial Auditors Qualifications in the Secretarial Audit Report	Management Replies
Form IEPF-2 has not been filed in relation to change in details of Nodal Officer pursuant to Section 125(2) read with Rule 7(2B) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2021.	The Company was admitted for IRP in the year 2023 and the Hon'ble NCLT, Hyderabad bench vide its Order dated December 12, 2023 approved the Resolution Plan and the new Board and management have taken control over the Company on December 12, 2023 and is in the process of identifying the gaps in compliance and to ensure compliance wherever possible.
a. Regulation 29(2) & 29(3) - prior intimation about the meeting of the board of directors: Delay in furnishing prior intimation about the meeting of the Board of Directors for the month of February 2024.	The management further informed that all the penalties levied by the BSE for delay in compliance were paid during the year.
b. Regulation 23(9) - disclosure of related party transactions on consolidated basis: Late submission of the financial results within the period prescribed under this regulation for the quarter ended September 2023.	
c. Regulation 33 - Submission of Financial Statements: Late submission of Financial statements for the quarters ended on 30-09-2023 and 31-12-2023.	
d. Regulation 25(3) - Separate meeting with independent directors: Separate meeting with independent directors was not held by the Company during the period under review under Regulation 25 of SEBI (LODR) Regulations, 2015 and point no. VII. of Schedule IV of the Companies Act, 2013 as Company undergone Corporate Insolvency Resolution Process (CIRP) with effect from 20th February, 2023.	
Regulation 3(5) of the SEBI (PIT) Regulations, 2015: Company is required to maintain and update the SDD software from time to time. During the period under review, the company could not update the details in SDD software maintained by the company due to technical issues.	SDD software has been updated and ensured complied and will be complying as and when the event occurs for capturing in the SDD.

In terms of the amended SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company had obtained the Secretarial Compliance certificate for the FY 2023-214 from M/s. SPP & Associates, Practicing Company Secretaries which is annexed as **Annexure-IV(A)** and forms integral part of this Report and the same was also intimated to the Stock Exchange where the shares of the Company are listed.

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has obtained a certificate on non-disqualification of directors from Mr. Y Ravi Prasada Reddy, (Membership No.: FCS 5783), Proprietor of M/s. RPR & Associates, Practicing Company Secretaries (PCS Registration No. 5360) which is annexed as **Annexure-IV(B)** and forms integral of this Report.

Corporate Social Responsibility (CSR)

Since the Company did not have profits (average net profits for the last three financial years), it was not obligated to contribute towards CSR activities during FY 2023-24. However, the Company is committed to build its CSR capabilities on a sustainable basis and undertake CSR activities as and when the opportunity arises.

The Annual Report on Corporate Social Responsibility u/s 135 of the Companies Act, 2013 is not required to be given as the Company was not required to contribute towards CSR activities during FY 2023-24.

Management Discussion and Analysis Report

In terms of the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Management's Discussion and Analysis for the year ended March 31, 2024 is annexed hereto as **Annexure-V** and forms integral of this Report.

Corporate Governance

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that your company's affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of the stakeholders.

The Report on corporate governance for the year ended March 31, 2024, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto as **Annexure-VII** and forms integral of this Report.

Auditors' certificate on Corporate Governance

As required by SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the auditor's certificate on corporate governance regarding the compliance of conditions forms integral of this Report.

Statement containing additional information as required under Schedule V of the Companies Act, 2013

A statement containing additional information as required under Clause IV of Section II of Part II of Schedule V of the Companies Act, 2013 is provided in the Report on Corporate Governance, which forms part of this Annual Report.

Risk Management

During the year, the risk assessment parameters were reviewed. The audit committee reviewed the element of risks and the steps taken to mitigate the risks. In the opinion of the Board, there are no major elements of risk which have the potential of threatening the existence of the Company.

The audit committee provides the framework of Risk Management by describing mechanisms for the proactive identification and prioritization of risks based on the scanning of the external environment and continuous monitoring of internal risk factors.

Analysis of the risks identified is carried out by way of focused discussion at the meetings of the Board. The robust governance structure has also helped in the integration of the Enterprise Risk Management process with the Company's strategy and planning processes where emerging risks are used as inputs in the strategy and planning process. Identified risks are used as one of the key inputs in the strategy and business plan.

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.

Listing of Company's Equity Shares

The Company's Equity shares were listed with M/s. BSE Limited. Due to capital reduction from Rs. 19,95,82,360/- to Rs. 17,17,31,140/- as required by the Resolution Plan approved by the Hon'ble NCLT, Hyderabad bench the trading in shares of the Company suspended by the stock exchanges from February 14, 2024 onwards.

The Company applied for re-listing of reduced capital of Rs. 17,17,31,140/- divided in to 1,71,73,114/- equity shares of Rs. 10/- each with the stock exchanges and obtained listing approval dated June 26, 2024. Corporate actions submitted to Depositories

which are under process.

The Company has paid the Annual Listing Fees to the said Stock Exchange for the Financial Year 2023-24.

Whistle blower Policy

The Company has adopted a Whistle-blower Policy to provide a formal mechanism to the Directors, Employees and its Stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. Protected disclosures can be made by a whistle-blower through several channels.

The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. No personnel of the Company have been denied access to the Audit Committee.

The Whistle-blower Policy also facilitates all employees of the Company to report any instance of leak of Unpublished Price Sensitive Information. The Policy is also posted on the website of the Company at www.bodhtree.com.

Reporting of Fraud

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

Declaration as per Section 134(3) of the Companies Act, 2013

During the year, the statutory auditors and secretarial auditor have not reported any instances of frauds committed by or against the Company by its Directors/ Officers/ Employees to the Audit Committee or Board under section 143(12) of the Companies Act, 2013 and rules made thereof. Therefore, no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended), a copy of the Annual Return of the Company for the FY 2023-24 shall be placed on the Website of the Company at www.bodhtree.com.

Prevention of Sexual Harassment of Women at Workplace

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The internal complaints committee was duly constituted as required. During the financial year ended March 31, 2024, the Company has not received any Complaints pertaining to Sexual Harassment.

Particulars of Loans, Guarantees or Securities or Investments

The Company has not given loans / guarantees or made any investments during the year under review.

Managing Director (MD) & Chief Financial Officer (CFO) Certification

The Whole-time Director and the CFO of the Company have given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 for the FY 2023-24.

The Whole-time Director and the CFO of the Company also gave quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

The annual certificate given by the Whole-time Director and the CFO of the Company forms integral part of this report.

Meetings of the Board of Directors and its Committees during the Financial Year 2023-24.

During the year, Board convened ten meetings. The dates of the ten meetings are June 16, 2023, August 10, 2023, August 25, 2023, September 07, 2023, September 29, 2023, November 14, 2023, December 18, 2023, January 11, 2024, January 23, 2024 and February 12, 2024.

The details were disclosed in the report on Corporate Governance which forms part of this Annual Report. The intervening gap between any two meetings was within the prescribed period.

All the recommendations made by committees of the Board including the Audit Committee were accepted by the Board. A detailed update on the Board, its composition, detailed charter including terms and reference of various Board Committees, number of Board and Committee meetings held during FY 2023-24 and attendance of the Directors at each meeting is provided in the Report on Corporate Governance, which forms part of this Report.

Committees of the Board

The Composition of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee

are mentioned in the Report on Corporate Governance.

Nomination and remuneration policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. The details of Nomination and Remuneration Committee and Policy are stated in the Corporate Governance Report.

Human Resources

The management believes that competent and committed human resources are vitally important to attain success in the organisation. In line with this philosophy, utmost care is being exercised to attract quality resources and suitable training is imparted on various skillsets and behavior. Various initiatives were undertaken to enhance the competitive spirit and encourage bonding teamwork among the employees even during the COVID pandemic outbreak, which resulted to uninterrupted operations of the Company and could achieve the targeted growth in the performance of the Company.

Insurance

All properties and insurable interests of the Company including buildings, plant and machinery and stocks have been fully insured.

Revision of Financial Statements

There was no revision of the financial statements for the year under review

Compliance with SEBI (LODR) regulations, 2015

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with BSE Limited and framed the required policies which are available on Company's website i.e. www.bodhtree.com

- Code of conduct
- Policy on prohibition of insider trading
- Familiarisation programme for Non-executive directors
- Familiarisation programme for Independent directors
- Policy on related party transactions
- Whistle Blower Policy
- Remuneration Policy
- Risk Management Policy
- Policy for prevention of Sexual Harassment
- Policy on Disclosure of Material Events
- Policy on Document retention
- Policy on material subsidiary
- BCL the amended code for disclosure of UPSI
- Terms and conditions of appointment of Independent Directors
- Criteria of making payment to non-executive directors.

Non-Executive Directors Compensation and disclosures

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors. The details of sitting fee paid were given in the Report on corporate governance.

Industry based disclosure

The Company is not a NBFC or Housing Companies etc., and hence Industry based disclosures is not required.

Event based disclosure

During the year under review, the Company has not taken up any of the following activities:

1. **Issue of sweat equity share:** The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
2. **Issue of shares with differential rights:** The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.

3. **Issue of shares under employee's stock option scheme:** The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act is required to be given.
4. **Disclosure on purchase by company or giving of loans by it for purchase of its shares:** The Company did not purchase or give any loans for purchase of its shares.
5. **Preferential Allotment of Shares:** The Company did not allot any shares on preferential basis during the period under review. However capital reduction and allotment to new promoters as required under the approved resolution plan was approved by the Board in its meeting held on June 15, 2024 in supersession of earlier passed resolution by the Board on January 23, 2024.

Employees Stock Options

No employee was issued Stock Option, during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant.

Directors' responsibility statement

Pursuant to the requirement under Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2023-24 and of the statement of profit of the Company for that period;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts for the year 2023-24 have been prepared on a going concern basis.
- v. Those proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

That system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Appreciation

The board wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to stream line all the pending compliances and thereby to have a fresh start for the Company.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

Acknowledgement

The board take this opportunity to place on record their sincere thanks to the suppliers, customers, strategic partners, Banks and Financial Institutions, Insurance Companies, Central and State Government, Indian Railways, Material suppliers, customers and the shareholders for their support and co-operation extended to the Company from time to time. The board is pleased to record their appreciation of the sincere and dedicated services of the employees and workmen at all levels.

By Order of the Board

For Bodhtree Consulting Limited

Date: August 07, 2024
Place: Hyderabad

Mr. Prashanth Mitta
Whole-time Director
DIN: 02459109

Mr. Santhosh Vangapally
Whole-time Director
DIN: 09331903

ANNEXURE-I

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[(Information Under Section 134(3)(m) of The Companies Act, 2013, Read with Rules 8(3) of the Companies (Accounts) Rules, 2014]

FORM A

1.	CONSERVATION OF ENERGY		
	(i) Energy Conservation measures	:	Nil
	(ii) Total energy consumption	:	Nil
2.	TECHNOLOGY ABSORPTION	:	Nil

FORM B

(Disclosure of particulars with respect to Technology Absorption)

A.	Research and Development (R & D)		
	1. Specific areas in which R & D is carried out by the company	:	NA
	2. Benefits derived as a result of the above R & D	:	NA
	3. Future plan of action	:	NA
	4. Expenditure on R & D	:	NA
B.	Technology absorption, adaptation and innovation	:	NA

The Company is making all its efforts for improving productivity, product quality and reducing consumption of scarce raw materials and fuels.

3. 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 Rs.)

Particulars	March 31, 2024 (12 Months)	March 31, 2023 (12 Months)
Earnings	81,84,241	26,96,75,245
Outgo	--	--

ANNEXURE-II

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 Pvt Ltd
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01 April 2023 to 31 March 2024.
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR 7,37,330 as on April 01, 2023 and INR 0 as on March 31, 2024 due to write off by the Board on February 12, 2024
4	Share capital	0
5	Reserves & surplus	0
6	Total assets	0
7	Total Liabilities	0
8	Investments	0
9	Turnover	--
10	Profit before taxation	--
11	Provision for taxation	--
12	Profit after taxation	--
13	Proposed Dividend	--
14	% of shareholding	--

Names of subsidiaries which are yet to commence operations: Nil

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	--
2	Latest Audited Balance Sheet*	--
3	Shares of Associates held by the Company on the year end: <ul style="list-style-type: none"> Number of Shares of Rs. 10/- each. Amount of Investment Extent of Holding % 	--
4	Description of how there is significant influence*	--
5	Reason why the Associates are not consolidated	--
6	Net worth attributable to shareholding as per latest audited Balance Sheet*	--
7	Profit / Loss for the year* <ul style="list-style-type: none"> Considered in Consolidation Not considered in Consolidation 	--

ANNEXURE-II

FORM AOC-2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

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, 2024, which were not at arm's length basis.

2. **Details of contracts or arrangements or transactions at Arm's length basis:**

The details of contracts or arrangements or transactions at arm's length basis are as follows:

Nature of contract & Name of the related party	Nature of relationship	Duration of Contracts	Salient Terms	Amount (Rs. in Lakhs)
Sales	-	-	-	-
Purchases	-	-	-	-
Managerial Remuneration				
Mr. Santhosh Kumar Vangapally	Whole-time Director	Ongoing	As per the appointment letters	12.00
Mr. Nirvigna Kotla	Executive Director	Ongoing		12.50
Mrs. Pompa Mukherjee	Company Secretary			10.00
Reimbursement of Expenses	-	-	-	-
Debit Balances	-	-	-	-
Credit Balances	-	-	-	-
Investments	-	-	-	-

ANNEXURE-III

The details of remuneration during the year 2020-21 as per Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2015 are as follows:

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

(Amount in Rs.)

Name of Managerial Personnel	Designation	Remuneration FY 23-24	Remuneration FY 22-23	% of Increase / Decrease in Remuneration	Ratio of Remuneration to MRE	Ratio of Remuneration to	
						Revenues FY-23-24	Net Loss FY-23-24
Mr. Santhosh Vangapally	Whole-time Director	12.00	12.00	--	--	--	--
Mr. Kotla Nirvigna	Executive Director	12.50	--	--	--	--	--
Key Managerial Personnel							
Ms. Pompa Mukherjee	Company Secretary	10.00	--	--	--	--	--

Remuneration paid to Independent Directors (Sitting Fee)

Sitting fee paid/ payable to Non-executive Directors for the period April 01, 2023 to March 31, 2024

Sl. No.	Name of the Director	Designation	Fee attending for Board Meeting
1	Mr. Ravinder Reddy Surukanti	Independent Director	Rs. 40000
2	Mr. Maruti Venkata Subbarao Poluri	Independent Director	Rs. 40000

- The Median Remuneration of the employees of the Company during the financial year was Rs. 3,76,000/- PA.
- In the financial year, there was an increase of 6.46% in the median remuneration employees compared to previous year.
- The number of permanent employees on the rolls of the Company as of March 31, 2024 and March 31, 2023 was 40 and 20 respectively.
- Variations in the market capitalization of the Company:
 - The Market Capitalization as on March 31, 2024 is Rs. 13,03,43,935/- and as on March 31, 2023 is Rs. 15,38,77,999/-
 - Price earnings ratio of the Company as on March 31, 2024 is not applicable due to company incurring losses.
 - Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer. The closing price of the company's equity shares on BSE as on March 31, 2024 is Market Value Rs. 7.59 for the Face value of Rs. 10/- per share each representing a 90.00% decrease over the IPO held on 1982 Market Value of Rs. 73/- each Face Value of Rs. 10/- per share.
- The key parameters for the variable component of remuneration availed by the directors are considered as per the Nomination and Remuneration Policy during the period April 01, 2023 to March 31, 2024.
- 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 1 : 1.8 ratio of Managerial Remuneration and it is hereby confirmed that the remuneration is as per the remuneration policy of the Company.
- During the year under review, none of the employees are receiving remuneration as set out in Rule (5) (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ANNEXURE-V

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
BODHTREE CONSULTING LIMITED
Level-2, Wing-A, Melange towers Patrika Nagar, Madhapur,
Hitech City Hyderabad, Telangana 500081 India.

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 (herein after 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 March 31, 2024 ("Audit Period") 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.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by Company for the financial year ended on March 31, 2024 according to the provisions of:

- i. the Companies Act, 2013 (the Act) and the rules made thereunder;
- 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 thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);
 - d. The Securities and Exchange Board of India (Shared Based Employee Benefits and Sweat Equity) Regulations 2021 (Not applicable to the Company during the Audit Period);
 - e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 ;
 - g. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the Audit Period); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period).

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by "The Institute of Company Secretaries of India"
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("LODR") Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

- i. Form IEPF-2 has not been filed in relation to change in details of Nodal Officer pursuant to Section 125(2) read with Rule 7(2B) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment

Rules, 2021.

- ii. SEBI (LODR) Regulations:
- Regulation 29(2) & 29(3) - prior intimation about the meeting of the board of directors:
 - Delay in furnishing prior intimation about the meeting of the Board of Directors for the month of February 2024.
 - Regulation 23(9) - disclosure of related party transactions on consolidated basis:
 - Late submission of the financial results within the period prescribed under this regulation for the quarter ended September 2023.
 - Regulation 33 - Submission of Financial Statements:
 - Late submission of Financial statements for the quarters ended on 30-09-2023 and 31-12-2023.
 - Regulation 25(3) - Separate meeting with independent directors:
Separate meeting with independent directors was not held by the Company during the period under review under Regulation 25 of SEBI (LODR) Regulations, 2015 and point no. VII. of Schedule IV of the Companies Act, 2013 as Company undergone Corporate Insolvency Resolution Process (CIRP) with effect from 20th February, 2023.
- iii. Regulation 3(5) of the SEBI (PIT) Regulations, 2015:
Company is required to maintain and update the SDD software from time to time. During the period under review, the company could not update the details in SDD software maintained by the company due to technical issues.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee of the Board, as the case may be.

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 has specific event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards is given below: -

National Company Law Tribunal (Hyderabad Bench-I) has approved the resolution plan under the provisions of Insolvency and Bankruptcy Code, 2016 on 12th December 2023 in which below are the corporate actions:

- Capital reduction (pursuant to clause 13, sub-clause 13.1 (c) Pg. No. 17 of the Resolution Plan): Entire issued, subscribed and paid up equity capital of 1,99,58,236 equity shares of Rs. 10/- each fully paid up be cancelled.
- Allotment of shares (Pursuant to clause 13, sub-clause 13.1 (d) Pg. No. 18 of the Resolution Plan): Upon cancellation of existing equity shares issue of fresh equity shares of Rs.10/- each to public shareholders without receipt of any amount i.e. 1 share for every 10 shares held by Public.
- Shareholding pattern after above corporate actions:

Shareholders Category	Total Shares	(%)
Promoters:		
i. Vangapally Santosh Kumar	40,00,000	23.29%
ii. Mr. Prem Anandh Amarnathan	1,20,00,000	69.88%
Public: After capital reduction	11,73,114	6.83%
Total	1,71,73,114	100%

Listing application was filed with BSE for above corporate actions.

For SPP & Associates

Company Secretaries

Surya Prakash Perumalla

Company Secretary in Practice

FRN: S2023TS899200

FCS No. 9072; CP No.11142

UDIN: F009072F000914658

Date: August 7, 2024

Place: Hyderabad

[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

BODHTREE CONSULTING LIMITED

Level-2, Wing-A, Melange towers Patrika nagar,
Madhapur, Hitech City Hyderabad
Telangana 500081 India.

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

1. Maintenance of secretarial records is the responsibility of the management of M/s. Bodhtree Consulting Limited ("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 processes 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 processes 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 are the responsibility of management. Our examination was limited to the verification of procedures 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 SPP & Associates
Company Secretaries

Surya Prakash Perumalla
Company Secretary in Practice
FRN: S2023TS899200
FCS No. 9072; CP No.11142
UDIN: F009072F000914658

Date: August 7, 2024
Place: Hyderabad

ANNEXURE-V(A)

ANNUAL SECRETARIAL COMPLIANCE REPORT

of M/s. Bodhtree Consulting Limited

for the year ended 31.03.2024

(Pursuant to circular dated 8th February, 2019 issued by SEBI)

I Surya Prakash Perumalla, Practicing Company Secretary, representing SPP & Associates, Company Secretaries, Hyderabad have examined:

- all the documents and records made available to us and the explanation provided by BODHTREE CONSULTING LIMITED (hereafter referred as "the listed entity"), having its registered office at # Level-2, Wing-A, Melange Towers Patrika Nagar, Madhapur, Hitech City Hyderabad, Telangana, India.
- the filings/ submissions made by the listed entity to the stock exchange,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this Certification.

for the year ended 31st March, 2024 in respect of Compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued there under; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;-
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the reporting period;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not applicable during the reporting period;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and Circulars/ guidelines issued thereunder, to the extent applicable and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	prior intimation about the meeting of the board of directors	Regulation 29(2)/29(3)	Delay in furnishing prior intimation about the meeting of the board of directors For the month of February 2024	BSE Limited	Penalty Levied on the Company	Delay in furnishing prior intimation about the meeting of the board of directors For the month of February 2024	INR 11,800	The Company has paid the penalty amount,	The Company will ensure compliance in near future.	-

2	disclosure of related party transactions on consolidated basis.	Regulation 23 (9)	Non-submission of the financial results within the period prescribed under this regulation For the quarter ended September 2023	BSE Limited	Penalty Levied on the Company	Late Submission of the financial results within the period prescribed under this regulation For the quarter ended September 2023	INR 11,800	The Company has paid the penalty amount.	The Company will ensure compliance in near future.	-
3-	SOP Fines	SEBI (LODR) Regulations	SOP Fines	BSE Limited	Penalty Levied on the Company	SOP Fines	INR 88,500	The Company has paid the penalty amount	The Company will ensure compliance in near future.	-
4	Submission of Financial Statements	Regulation 33	Late Submission of Financial Statements for the quarters ended on 30-09-2023 and 31-12-2023	-	-	-	-	-	The Company will ensure compliance in near future.	-

The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations of the Practising Company Secretary in The previous Reports	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by The listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1	The Company for the show cause notice received has submitted a consent application for settlement on 8th Jan 2021 under SEBI (Settlement Proceedings) Regulations, 2018 and the same is yet to be pronounced by SEBI as on 31st March, 2021.	Year 20-21	Company had filed the Consent application and the same was rejected by the SEBI and an adjudication order was passed by the SEBI on 15th March, 2022. However it is informed that the Company has filed an appeal with Hon'ble Securities Appellate tribunal against the adjudication order passed by SEBI. The application is admitted and awaited argument.	This matter is still pending with SEBI
2	Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014 in relation to alignment of existing General Employee Benefit Scheme of the Company i.e BCL Employees Benefit Trust	Year 2019-20	The Company has considered the resolution to ratify the BCL-ESOP 2016 PLAN which was approved by majority of the shareholders so as to comply to the Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014 in relation to alignment of existing General Employee Benefit Scheme of the Company i.e BCL Employees Benefit Trust . The Company has passed the resolution but the alignment of the BCL Employee Benefit Trust is yet to be implemented in lines with the Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014.	This matter is still pending with SEBI

3	<p>Section 15HB of the SEBI Act for violation of provisions of para 6 (ii) of the SEBI Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 read with ESOPS and ESPS Guidelines and Section 31 of SBEB Regulations and Regulations 3(4), 3(9), 5, 6, 13, 15 and 22(1) of SEBI (Share Based Employees Benefit) Regulations, 2014 (hereinafter referred to as, 'SBEB Regulations').</p> <p>SEBI has levied a penalty of Rs. 8,00,000 (Rupees Eight Lakh only)</p>	Year 21-22	The Company has yet not paid the said amount and informed that appeal is filed with Hon'ble Securities Appellate Tribunal and admitted and awaited arguments	This matter is still pending with SEBI
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I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/No)	Observations/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	-
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	-
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	-
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	-
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Not Complied	The Company could not comply with the regulation 25(3) of SEBI LODR 2015 as the Company is in CIRP.

8.	Related Party Transactions: (a) In case no prior approval obtained, the listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph at point no.(h)[b].	No	-
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such instances during the review period.
13.	Additional Non-compliances, if any:	As per Regulation 3(5) of SEBI (PIT) Regulations, 2015, the company is required to maintain and update the SDD software from time to time. During the period under review, the company could not update the details in SDD software maintained by the company due to technical issues. The company is working to rectify the same.	

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For SPP & Associates
Company Secretaries

Surya Prakash Perumalla
Company Secretary in Practice
FRN: S2023TS899200
FCS No. 9072; CP No.11142
UDIN: F009072F000490102

Date: 29 May, 2024
Place: Hyderabad

ANNEXURE-V(B)

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
M/s. BODHTREE CONSULTING LIMITED
Hyderabad

We have examined and verified the books, papers, minute books, forms and returns filed and other records maintained by M/s. Bodhtree Consulting Limited (hereinafter referred to as the "Company") having its registered office at Level-2, Wing-A, Melange towers Patrika Nagar, Madhapur, Hitech City, Hyderabad, Hyderabad, Telangana, India, 500081 and the information provided by the Company and its directors and also based on the information available at the websites of Ministry of Corporate Affairs (i.e. www.mca.gov.in) and Securities and Exchange Board of India (i.e. www.sebi.gov.in), we hereby certify that as on the date of this certificate, none of the below mentioned directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Sl.No.	Name of the Director	DIN	Designation
1	Mr. Santosh Kumar Vangapally	09331903	Whole-time Director
2	Mr. Ravinder Reddy Surukanti	07838836	Independent Director
3	Mr. Kotla Nirvigna	09351042	Executive Director
4	Mr. Maruti Venkata Subbarao Poluri	02519170	Independent Director
5	Mr. Bandugula Sucharitha	09410952	Non-executive Non-independent Director
6	Mr. Ajay Kumar Giri	10254489	Independent Director
7	Mr. Nikshit Hemendra Shah	07910462	Independent Director
8	Mr. Prashanth Mitta	02459109	Whole-time Director & CEO

For RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F000923436

Date: August 07, 2024
Place: Hyderabad

ANNEXURE-VI

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

COMPANY PROFILE

Bodhtree is a CMMI level 5 company which enables enterprises to transform their business using the power of cloud, analytics and digital solutions. In addition, we streamline key business processes by deploying enterprise applications, integrating applications with their IT infrastructure and maintaining them, so that business users can focus on strategic organizational priorities.

While we work with Fortune 500 firms and SMEs across different industries, we offer vertical specific solutions to address key business challenges of Manufacturing, Healthcare, HiTech, and Educational and Government sectors besides others. We are problem solvers with a passion for excellence. We are intellectually curious and highly collaborative. However, against the backdrop of a challenging global economy, we endeavour to adopt new generation technologies and processes in our unique delivery model. Bodhtree has successfully carved a niche for itself by consolidating its approach to IT and ITES (IT enabled services) through sustainable value addition to organizations.

Bodhtree, a global IT consulting and Product engineering services provider, offers technology solutions that address complex business issues and drive transformational growth. As a select partner of industry leading technology providers, Bodhtree delivers best-in-class solutions tailored to meet the needs of our SMB and large-enterprise clients. With extensive domain and IT expertise, our solutions integrate seamlessly within existing IT infrastructures, ensuring optimal business performance and maximized return on technology investments.

The following discussion and analysis should be read in conjunction with the Company's financial statements included in this report and the notes thereto. The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and relevant amendment rules issued thereafter.

OVERVIEW OF THE INDUSTRY

The software industry includes businesses for development, maintenance and publication of software that are using different business models, mainly either "license/maintenance based" (on-premises) or "Cloud based" (such as SaaS, PaaS, IaaS, MBaaS, MSaaS, DCaaS etc.). The industry also includes software services, such as training, documentation, and consulting and data recovery. The software and computer services industry spends more than 11% of its net sales for Research & Development which is in comparison with other industries the second highest share after pharmaceuticals & biotechnology. The next big thing is the databases, specifically three, Microsoft SQL Server, IBM DB2 and Oracle. Another trend in practice is of mergers and acquisitions or partnerships and strategic alliances between software vendors for the new and innovative functionality offering capability to the software. Internet has opened up new opportunities for conducting variety of businesses in today's economy. The software vendors have developed functionality to take advantage of this

I thank all our stakeholders for their belief in us during these difficult times. The coming times are going to be exciting. We are making our presence felt in right areas and building right capabilities, which positions us for long-term growth. I am proud of our people who rallied together to overcome challenges and worked with utmost dedication for our clients.

OPPORTUNITIES AND THREATS:

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.

Bodhtree was founded as a product engineering company and continues to deliver world-class product engineering services ranging from application development and maintenance, web development and outsourced product development to QA and managed testing services. Applying agile and scrum-based methodologies, we engage customers in a highly interactive process to develop superior software products on timelines that beat the competition to market – at reduced operational costs and risk. As a Salesforce Gold Cloud Alliance Partner, Bodhtree provides the expertise and technology for clients to realize the benefits of cloud computing.

Enterprise services:

Bodhtree's enterprise services include implementation, development, global rollouts, integration, upgrade, and application maintenance and support for Oracle E-Business Suite. We understand your need to keep pace with constant industry changes and can help you standardize your processes, maximize your application performance and transform your business.

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.

OVERVIEW OF OPERATIONS AND FINANCIAL PERFORMANCE:

The revenue for FY 2023-24 is Rs.4279.05 lakhs and Profit/Loss After Tax is Rs. 1720.70 lakhs, though there is a revenue decline in the Current FY compared to Preceding FY, we are glad to inform you that we have added few more new clients where we can expect better margins in the ensuing FY.

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.

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.

By Order of the Board

For Bodhtree Consulting Limited

Mr. Prashanth Mitta
Whole-time Director
DIN: 02459109

Mr. Santhosh Vangapally
Whole-time Director
DIN: 09331903

Date: August 07, 2024

Place: Hyderabad

ANNEXURE-VII

REPORT ON CORPORATE GOVERNANCE

The Company was admitted to corporate insolvency resolution process ("CIRP") vide order of the National Company Law Tribunal ("NCLT"), Principal Bench, Hyderabad dated February 20, 2023 ("Insolvency Commencement Date") under the provisions of the Insolvency and Bankruptcy Code, 2016("Code"). In connection with the corporate insolvency resolution process of the Company, the NCLT vide its order dated December 12, 2023 approved the Resolution Plan ("IBC/NCLT Order") submitted by Mr. Santhosh Vangapally. Pursuant to the NCLT Order dated December 12, 2023, a new Board has been constituted in on December 18, 2023 ("Reconstituted Board" or "Board") and a new management was put in place. In accordance with the provisions of the Code and the NCLT order, the approved resolution plan is binding on the Company and its employees, members, creditors, guarantors and other stakeholders involved.

1. 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 endeavours 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.

2. Board of Directors

a) Composition and Category of Directors

In terms of compliance with the regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI Listing Regulations, 2015", the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As at March 31, 2024, the Board of Directors ("Board") comprises of four Directors, of which two is Executive, and the other two are Independent Directors. The composition and category of the Board of Directors is as follows:

The old board of director's stands vacated from the date on which the resolution professional handed over the Company to the new management who was the successful resolution applicant whose resolution plan was approved by the Hon'ble NCLT, Hyderabad bench.

Accordingly, the new board comprises the following as on date of this report

Sl No	Name of the Director	DIN	Designation
1	Mr. Santosh Kumar Vangapally	09331903	Whole-time Director
2	Mr. Ravinder Reddy Surukanti	07838836	Independent Director
3	Mr. Kotla Nirvigna	09351042	Executive Director
4	Mr. Maruthi Venkata Subbarao Poluri	02519170	Independent Director
5	Mr. Bandugula Sucharitha	09410952	Non-executive Non-independent Director
6	Mr. Ajay Kumar Giri	10254489	Independent Director
7	Mr. Nikshit Hemendra Shah	07910462	Independent Director
8	Mr. Prashanth Mitta	02459109	Whole-time Director & CEO

Note.1: Sl.No. 1 to 4 were appointed on December 18, 2023 as per the approved Resolution Plan and Sl.No. 5 to 8 were appointed on May 02, 2024 by the Board and whose appointment was approved by the members in their EGM held on July 31, 2024.

Note.2: The suspended Board consisting of Mr. L N Ramakrihsna (DIN: 03623543), Mr. Anil (DIN: 09331597), Mr. Naveen Erva (DIN: 09342849), Mrs. Subhashini Prattighantam (DIN: 09359263) and Mr. Srinivasan Pattabiraman (DIN: 09368916) were removed from the Board during the year by way of their resignations on December 18, 2023 in compliance with the approved Resolution Plan.

b) Attendance of each director at the Board meetings and at the last Annual General Meeting

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended March 31, 2024 has been set out here below:

S. No.	Name of Director	No. of Board Meetings		Attendance at last AGM
		Held	Attended	
1	Mr. Santhosh Kumar Vangapally	10	10	Yes
2	Mr. Kotla Nirvigna	4	4	No
3	Mr. Ravinder Reddy Surakanti	4	4	No
4	Mr. Maruthi Venkata Subbarao Poluri	4	4	No

c) **Number of other Directorships, Committee Membership(s) & Chairmanship(s):**

S. No.	Name of Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Mr. Santhosh Kumar Vangapally	-	-	-
2	Mr. Kotla Nirvigna	-	1	-
3	Mr. Ravinder Reddy Surakanti	-	1	1
4	Mr. Maruthi Venkata Subbarao Poluri	-	-	1

- The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.
- The Number of Directorships, Committee memberships and Chairmanships of all listed and unlisted companies are within the limits as per Regulation 26 of SEBI (LODR) Regulations, 2015 and erstwhile Clause 49(II)(D)(2) of the Listing Agreement.

d) **Number of Board Meetings held and the date on which held**

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, Ten Board Meetings were held during the financial year ended March 31, 2024.

The dates on which the Board meetings were held are:

June 16, 2023, August 10, 2023, August 25, 2023, September 07, 2023, September 29, 2023, November 14, 2023, December 18, 2023, January 11, 2024, January 23, 2024 and February 12, 2024.

e) **Disclosure of relationship between the directors inter-se**

None of the Directors are related to any other Director.

f) **Shares held by Non-Executive Directors**

The number of equity shares of the Company held by the non-executive directors, as on March 31, 2024 are as follows:

S.No.	Name of the Director	No of Equity Shares
1	Mrs. B Sucharitha	Nil

g) **The details of familiarization programs imparted to independent directors is given below**

Your Company follows a structured orientation and familiarization programme through various reports/codes/ internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

3) **Board Committees**

Details of the Board Committees and other related information are provided hereunder:

I. **Audit Committee**

a. **Brief description of terms of reference**

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;
4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;
6. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the
 - i. Director's Responsibility Statement;
 - ii. Major accounting entries;
 - iii. Significant adjustments in financial statements arising out of audit findings;
 - iv. Compliance with listing requirements etc.;

7. Interaction with statutory, internal and cost auditors;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

b. Composition, Name of members and Chairman

As on date of this report, the Audit Committee comprises of Two Independent Directors and One Executive Director. The Chairperson of the Audit Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013:

S.No.	Name of the Director	Designation
1	Mr Maruthi Venkata Subbarao Poluri	Chairperson
2	Mr Nikshit Hemendra Shah	Member
3	Mr Prashanth Mitta	Member

- CFO, Statutory Auditors and Internal Auditors attend the Audit Committee meetings on invitation and the Company Secretary acts as the Secretary of the Committee.
- Minutes of meetings of the Audit Committee are placed before the Board and discussed in the meeting.

c. Meetings and attendance during the year

- Four Audit Committee Meetings were held during the financial year ended March 31, 2024. The Audit Committee meetings were held on
10.08.2023, 25.08.2023, 14.11.2023 and 12.02.2024
- Attendance at the Audit Committee Meeting:

S.No.	Name of Director	No. of Meetings	
		Held	Attended
1	--	--	--
2	--	--	--
3	--	--	--

Note: The suspended Board didn't attend the meetings except the Resolution Professional.

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. The chairperson of the Audit Committee attended the Annual General Meeting to answer the queries raised by the shareholders regarding Audit and Accounts.

II. Nomination & Remuneration Committee

a) Brief description of terms of reference

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

- Carry on the evaluation of every director's performance;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity; and
- Any other matter as the Board may decide from time to time.

b) Composition, Name of members and Chairman

As on the date of this Report, the Nomination and Remuneration Committee was constituted by the Board with 2 Independent Directors, 1 Non-Executive Director. The following is the composition of the Committee.

S.No.	Name of the Director	Designation
1	Mr Nikshit Hemendra Shah	Chairman
2	Mr Ravinder Reddy Surukanti	Member
3	Mrs B Sucharitha	Member

- The Company Secretary acts as the Secretary of the Committee.
- Minutes of meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.

c) Nomination and Remuneration Committee meetings

During the period from April 01, 2023 to March 31, 2024, One Nomination and Remuneration Committee Meeting held for which all the members of the committee were present.

d) Nomination and Remuneration policy

- The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, inter-alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.
- The Non-executive directors are not paid sitting fees for attending meetings of Board/Committee.

e) Performance Evaluation of Directors

The criteria and the procedure for the process of Board evaluation is mentioned in the Directors' report.

III. Independent Directors' Meeting

During the period from April 01, 2023 to March 31, 2024, One Independent Directors Meeting held on 18.12.2023.

IV. Stakeholders Relationship Committee

a) Brief description of terms of reference

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholders complaints like transfer of shares, non-receipt of annual report/dividends etc. The committee oversees the performance of the Registrar of Transfer Agents and recommends measures for overall improvement in the quality of investor services. Email-Id for Investor Grievance: cosecy@bodhtree.com

b) Composition as on the date of this Report

S.No.	Name of the Director	Designation
1	Mr Ravinder Reddy S	Chairman
2	Mr Nirvigna Kotla	Member
3	Mr Ajay Kumar Giri	Member

c) Name and designation of Compliance Officer

During the year under review, Ms. Pompa Mukherjee was the Company Secretary and Compliance Officer of the Company.

d) Number of Shareholders complaints received so far

During the year ended March 31, 2024, the Company has received and resolved the complaints.

- e) Number of complaints not resolved to the satisfaction of shareholders is Nil
 f) There were no pending complaints as at the year end.

Remuneration of Directors

a) Details of Remuneration of Non-executive Directors

- There were no pecuniary transactions with any non-executive director of the Company.
- Sitting Fee is not paid to Non-Executive Director for attending the Board and Committee Meetings

b) Details of Remuneration of Executive Directors and Key Managerial Personnel:

- Mr Santosh Kumar Vangapally, Whole-time Director was paid Gross Salary of Rs. 12.00 Lakhs p.a. for the FY 2023-24.
- Mr Nirvigna Kotla, Executive Director was paid Gross Salary of Rs. 12.50 Lakhs p.a for the FY 2023-24.
- Ms. Pompa Mukherjee, Company Secretary was paid Gross Salary of Rs. 10.00 Lakhs p.a for the FY 2023-24.

4. General Body Meetings

a) Location and Time, where last three Annual General Meetings held

Year	Locations	Date	Time
41st AGM (2022-23)	Video Conference (venue deemed to be the registered office of the Company)	30.09.2023	11.00 A.M
40th AGM (2021-22)	Video Conference (venue deemed to be the registered office of the Company)	30.09.2022	10.00 A.M
39th AGM (2020-21)	Video Conference (venue deemed to be the registered office of the Company)	31.12.2021	10.00 A.M

5. Means of Communication

a) Financial / Quarterly Results

The quarterly results of the Company are published in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in widely circulated newspapers.

b) Newspapers wherein results normally published

The results of the Company are published in widely circulated newspapers.

c) Any website, where displayed

The results of the Company are published on the Company's website: www.bodhtree.com

d) Whether it also displays official news releases

Official news releases along with quarterly results are displayed on the Company's website: www.bodhtree.com

e) Presentations made to institutional investors or to the analysts

There are no presentations made to the investors / analysts.

The website www.bodhtree.com contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern, corporate governance reports etc. is also available in the 'Investor Info' section on the website of the Company.

6. Subsidiary Companies

Subsidiary Companies as on 31st March 2024 are: NIL

The Details of aforesaid Subsidiary Companies as required in accordance with Clause 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are provided in the Directors Report.

7. General shareholder information

Annual General Meeting	Date : September 30, 2024
	Time : 01.00 PM
	Venue : A4/II, Electronic Complex, Kushaiguda, Hyderabad, Telangana – 500062 through Video Conference
Financial Calendar	April 01, 2023 to March 31, 2024

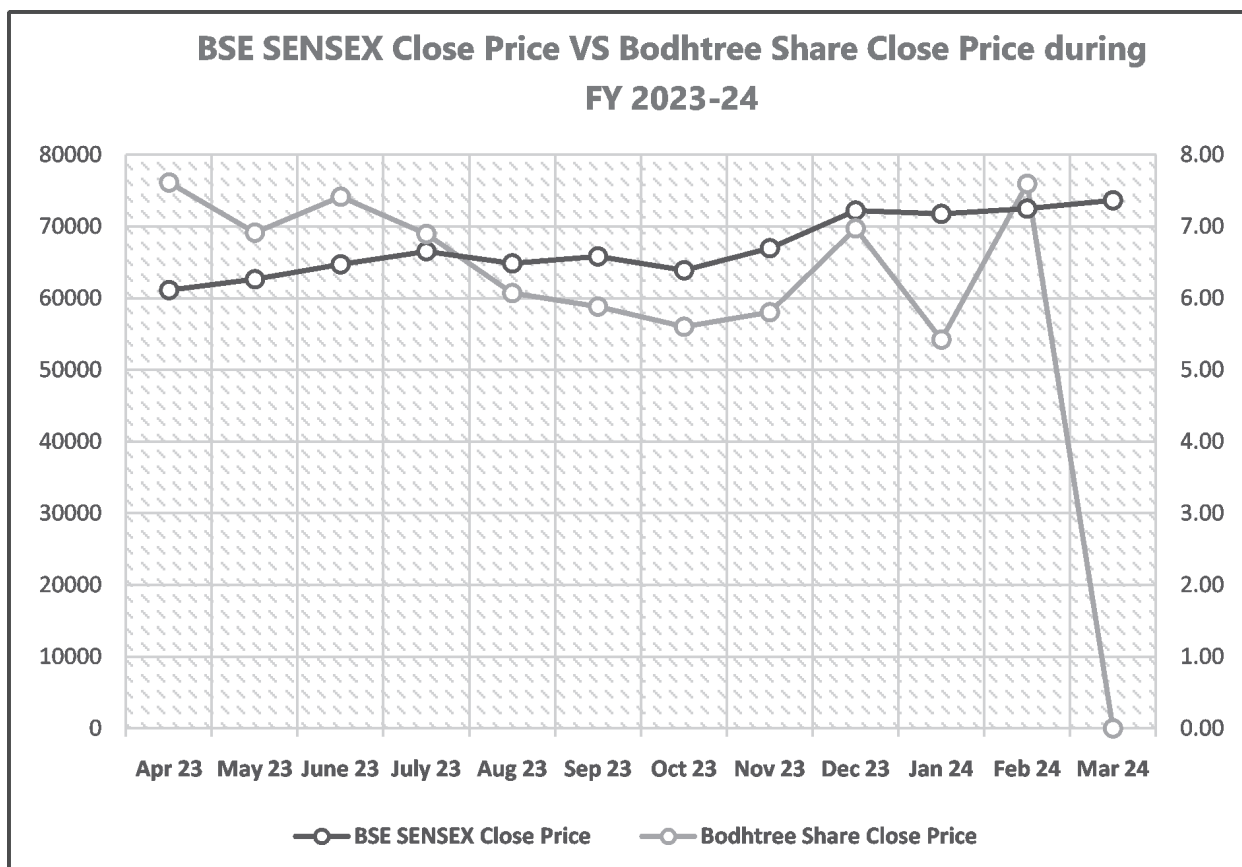
Date of Book Closure	September 25, 2024 to September 30, 2024 (both days inclusive)
Dividend Payment Date	Nil
Listing on Stock Exchanges	BSE Ltd
Scrip/Stock Code	539122 on BSE
ISIN Number for NSDL&CDSL	INE104F01011

Market price data

Trading in the shares of the Company was suspended by the stock exchanges from February 14, 2024 due to capital reduction as per the resolution plan. The Company applied to the stock exchanges for relisting of the reduced capital of Rs. 17,17,31,140/- divided in to 1,71,73,114 equity shares of Rs. 10/- each and obtained the listing approval and corporate actions with depositories are pending as on date.

Market Price data: High / Low during each month in the Period 2023-24 and performance in comparison to broad based indices such as BSE SENSEX.

Month	BSE SENSEX			Bodhtree Consulting			
	High	Low	Close	High	Low	Close	Volume
Apr-23	61209.46	58793.08	61112.44	7.79	6.00	7.61	439407
May-23	63036.12	61002.17	62622.24	8.65	6.65	6.91	264593
Jun-23	64768.58	62359.14	64718.56	7.69	6.61	7.41	240201
Jul-23	67619.17	64836.16	66527.67	7.92	6.42	6.89	590426
Aug-23	66658.12	64723.63	64831.41	6.89	5.48	6.07	729329
Sep-23	67927.23	64818.37	65828.41	6.25	5.47	5.88	375631
Oct-23	66592.16	63092.98	63874.93	6.30	5.43	5.60	188874
Nov-23	67069.89	63550.46	66988.44	6.10	5.42	5.80	269667
Dec-23	72484.34	67149.07	72240.26	7.71	5.52	6.97	507314
Jan-24	73427.59	70001.60	71752.11	6.63	5.42	5.42	51050
Feb-24	73413.93	70809.84	72500.30	7.59	5.15	7.59	489872
Mar-24	74245.17	71674.42	73651.35	-	-	-	-



Depositories for Equity Shares

- (i) National Securities Depository Limited (NSDL) and
- (ii) Central Depository Services Limited (CDSL)

Registrar & Transfer agents

Venture Capital and Corporate Investments Pvt. Ltd.
 "AURUM", Door No.4-50/P-11/57/4F & 5F, Plot No.57,
 4th & 5th Floors, Jayabheri Enclave, Phase - II,
 Gachibowli, Hyderabad, Telangana - 500032
 Tel: 040-23868257/258
 E-mail: info@vccipl.com

Share Transfer System

SEBI vide its Circular No. CIR/MIRSD/8/2012, dated July 5, 2012 has reduced the time-line for registering the transfer of shares to 15 days, the Physical share transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

Address for Correspondence

Sl.No.	Shareholders Correspondence for	Address
1	Transfer/ Dematerialization/ Consolidation/ Split of shares, Issue of Duplicate Share Certificates, Non- receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	Venture Capital and Corporate Investments Pvt. Ltd. "AURUM", Door No.4-50/P-11/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave, Phase - II, Gachibowli, Hyderabad, Telangana, 500032 Tel: 040-23868257/258 E-mail: info@vccipl.com
2	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	Bodhtree Consulting Limited Level-2, Wing-A, Melange towers Patrika Nagar, Madhapur, Hitech City, Hyderabad, Hyderabad, Telangana, India, 500081 E-mail: cosecy@bodhtree.com

8. Other Disclosures

a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

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.

b. Details of non-compliance by the listed entity, penalties, structures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

The stock exchanges levied penalties for non-compliances or delay in compliances with the SEBI LODR Regulations and the Company had applied for waiver based on the immunity provided by the Hon'ble NCLT, Hyderabad bench under the Resolution Plan. The Company also paid the said levied penalties.

c. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee;

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, www.bodhtree.com. During the financial year under review, none of the Complaint has received.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non- mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

- e. **Web link where policy for determining 'material' subsidiaries is disclosed;**
The policy for determining 'material' subsidiaries is available on the website of the Company <http://www.bodhtree.com>
- f. **Web link where policy on dealing with related party transactions;**
The policy on dealing with related party transactions is available on the website of the Company: <http://www.bodhtree.com>
- g. **Disclosure of commodity price risks and commodity hedging activities:**
Not applicable
- h. **As on March 31, 2024, the Company has complied with the requirements of the Schedule V Corporate Governance report sub- paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

9. **As on March 31, 2024, the Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46(2)(b)to(i)	Website	Yes

10. **Code of Conduct**

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website.

11. **MD and CFO Certification**

In line with the requirements of Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Whole-time Director and CFO of the Company have submitted a certificate, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2024 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

12. **Disclosure with respect to Demat suspense account/ unclaimed suspense account**

There are no unclaimed securities to be kept in the demat suspense account.

13. **Proceeds from public issues, rights issues, preferential issues, etc.**

During the year ended March 31, 2024, there were no proceeds from public issues, rights issues, preferential issues, etc. However, the resolution applicants as per the resolution plan are entitled to be allotted 1,60,00,000 equity shares (i.e. around 93% of erstwhile share capital of the Company) against the amounts paid as contemplated under the resolution plan. The said allotment was made on June 15, 2024 together with reduction in capital for which listing approval was received from BSE on June 26, 2024 and pending for corporate action confirmation letters from the depositories as on date.

14. The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <http://www.bodhtree.com>
15. The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <http://www.bodhtree.com>
16. **Company's Policy on prevention of insider trading**
Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

As on March 31, 2024, Ms Pompa Mukherjee, Company Secretary of the Company is acting as Compliance Officer for the said purpose (till March 12, 2024). The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

By Order of the Board

For Bodhtree Consulting Limited

Mr. Prashanth Mitta
Whole-time Director
DIN: 02459109

Mr. Santhosh Vangapally
Whole-time Director
DIN: 09331903

Date: August 07, 2024
Place: Hyderabad

MD & CFO CERTIFICATION TO THE BOARD**Pursuant to Regulation 17(8) of SEBI (LODR), Regulations, 2015**

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2024 and that these statements;
 - i. Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - ii. Together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of Business conduct and Ethics.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that 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, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- d) We have disclosed, wherever applicable to the Auditors and the Audit Committee:
 - i) That there were no deficiencies in the design or operations of Internal Controls that could adversely affect the company's ability to record, process, summarize and report financial data including any corrective actions;
 - ii) That there are no material weaknesses in the internal controls over financial reporting;
 - iii) That there are no significant changes in internal control over financial reporting during the year;
 - iv) All significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes of the financial statements; and
 - v) That there are no instances of significant fraud of which we have become aware of and involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Bodhtree Consulting Limited**Mr. Bhanu Dinesh Alava**
Chief Financial Officer**Mr. Santosh Kumar Vangapally**
Whole-time DirectorDate: May 27, 2024
Place: Hyderabad**DECLARATION ON CODE OF CONDUCT**

This is to confirm that the Board has laid down a code of conduct for all the Board members and Senior Management Personnel of the Company. The Code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2024 as envisaged in the chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Bodhtree Consulting Limited**Mr. Prashanth Mitta**
Whole-time DirectorDate: August 07, 2024
Place: Hyderabad

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
M/s. Bodhtree Consulting Limited,
Hyderabad.

We, RPR & Associates have examined the compliance of conditions of corporate governance by M/s. Bodhtree Consulting Limited ("the Company"), for the year ended March 31, 2024, as per the relevant provisions 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.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance Issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our explanations of the relevant records and the explanations given to us by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations except the deviations mentioned in our Secretarial Audit Report dated August 07, 2024 for the FY 2023-24.

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 RPR & ASSOCIATES
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No. 5783, C P No. 5360
UDIN: F005783F000923458

Date: August 07, 2024
Place: Hyderabad

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/s. BODHTREE CONSULTING LIMITED

Report on the Audit of the Financial Statements

Opinion

We were engaged to audit the accompanying financial statements of BODHTREE CONSULTING LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 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 Organization, as at 31st March, 2024, and its Profit/Loss, Changes in Equity and its cash flows for the year ended on that date.

Basis Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, and its profit/loss and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

In our audit of the Company financial statements for the year ended March 2024, we have noted significant events impacting the company's financial position and operations. During the period under audit, BODHTREE CONSULTING LIMITED underwent insolvency proceedings under Insolvency and Bankruptcy Code, 2016 and in compliance with NCLT order, company underwent a comprehensive restructuring of its financial position during the period.

Our audit procedures included a thorough assessment of the impact of these events on the financial statements. We have provided an unqualified opinion on the financial statements, reflecting our belief that they present a true and fair view of the company's financial position and performance in accordance with applicable accounting standards. However, we draw attention to Notes of the financial statements, which discloses the nature and impact of the insolvency proceedings and restructuring efforts.

- i. As referred in Note-4 to the financial statements as at 31st March 2024, the Company has proceeded to write off certain Property, Plant and Equipment (PPE), Intangible Assets and Intangible Assets under Development of Rs. 55.61 lacs, Rs.97.86 lacs and Rs.2,583 lacs respectively. and after write off fixed assets, the carrying value of the Company's Property, Plant and Equipment as on 31st March 2024 is Rs. 37.26 lacs.
- ii. As referred in Note-5, the Company has proceeded to write off total value of Investment in Subsidiary (Bodhtree Human Capital Private Limited) and total value of Investment in Associate Company (Learnsmart India Private Limited) are Rs.71.10 lacs and Rs. 50.50 lacs Respectively.
- iii. As referred in Note-9, the company has written off total value of advance to Bodhtree Human Capital Pvt Ltd of Rs.26.60 lacs and deposits to others of Rs.38.02 lacs.
- iv. As referred in Note-10, the Company has written off security deposits value of Rs.4.13 lacs.
- v. As referred in Note-12, the Company has written off Advance to Suppliers and Others Current assets amounting to Rs.1,61.93 lacs and Rs.1,600 lacs respectively
- vi. As referred in Note-13, the Company has Extinguished 1,87,85,122 equity shares, value of which is Rs.18,78,51,220/- from Existing 1,99,58,236 equity shares value of which is Rs. 19,95,82,360/- and Company issued 1,60,00,000 new equity shares to promoters at 10/- per share value of Rs.16,00,00,000/-. So, Total Value of Equity Shares as on 31st March 2024 is 1,71,73,114 equity shares at 10/- per share and value which is 17,17,31,140/-
- vii. As referred in Note-14, Securities premium, General Reserve and Retained Earnings transferred to Capital Reserve are Rs. 12,92,62,333/, Rs.47,06,108/- and Rs.7,19,17,210/-. After Restructuring of Assets, Liabilities and Equity Share Capital of the company, the Capital Reserve as on 31st March 2024 is Rs. (1,40,60,223)/-

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significant in our audit of the Financial

Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole and in forming of our Opinion. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Information other than the financial statements and Auditor's Report thereon

The Company's Board of Directors/ Resolution Professional are responsible for the other information. The other information comprises the information included in the annual report, for example, Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The other information as stated above is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information as stated above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with Governance.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure B" a Statement on the Matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by section 143(3) of the Act, we report that:
 - a) We have obtained all information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) The proper books of account as required by law have been kept by the Company regarding with regards to all other matters the Company is maintaining proper Books of Accounts in our opinion.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) The aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act and regarding all other matters the financial Statements of the Company is in Compliance with Ind AS as per Section 133 of the act.
 - e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors/ Resolution Professional, none of the directors is disqualified as on 31 March 2024 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 separate Report in "Annexure A". Our report expresses adverse opinion on the Company's internal financial controls over financial reporting for the reasons stated therein.
 - i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - j) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provisions for 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 RSM & ASSOCIATES

Chartered Accountants,
Firm Reg No: 002813S

CA. E. Madhusudhana Reddy

Partner

Membership No: 202308

UDIN: 24202308BKAJTN6308

Date: May 27th 2024

Place: Hyderabad

Annexure 'A' to the Independent Auditor's Report

[Referred to in Paragraph (2)h under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the Members of the Company on the Financial Statements for the year ended 31st March, 2024

Report on the Internal Financial Controls with reference to Financial Statements 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 the Company as of 31st March, 2024 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 Board is responsible for establishing and maintaining Internal Financial Controls, based on the Internal Control with reference to Financial Statements 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 (the "Guidance Note") 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 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of Internal Financial Controls, both issued by the ICAI. 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 with reference to Financial Statements were 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 with reference to Financial Statements and their Operating Effectiveness. Our audit of Internal Financial Controls with reference to Financial Statements included obtaining in understanding of Internal Financial Controls with reference to Financial Statements, 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 with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's Internal Financial Control with reference to Financial Statements 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 with reference to Financial Statements 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/Resolution Professional of the Company; and (3) provide reasonable assurance regarding prevention of 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 with reference to Financial Statements

Because of the Inherent Limitations of Internal Financial Controls with reference to Financial Statements, including the possibility of collusion or Improper Management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the Internal Financial Controls with reference to Financial Statements to future periods are subject to the risk that the Internal Financial Controls with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the Policies or Procedures may deteriorate.

Opinion

According to the information and explanations given to us and based on our audit, no material weaknesses have been identified in the Operating Effectiveness of the Company's Internal Financial Control with reference to Financial Statements as at 31st March, 2024:

In our Opinion, the Company has, in all material respects, maintained adequate Internal Financial controls with reference to Financial Statements as of 31st March, 2024, based on

the internal control with reference to Financial Statements criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note issued by the ICAI, the Company's Internal Financial Controls with reference to Financial Statements were operating effectively as of 31st March, 2024.

For RSM & ASSOCIATES
Chartered Accountants,
Firm Reg No: 002813S

CA. E. Madhusudhana Reddy
Partner
Membership No: 202308
UDIN: 24202308BKAJTN6308

Date: May 27th 2024
Place: Hyderabad

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **BODHTREE CONSULTING LIMITED** of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment:
 - a. The Company has maintained records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. However certain recordings are under process.
 - b. The Companies records showing full particulars of Intangible Assets, and Intangible Assets under Development has few shortfalls which are in the process of rectification as per the information's and explanation provided to us by the management.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant, and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - d. The Company doesn't own any immovable property, hence reporting under this Clause is not applicable.
 - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued, nor obtained a Valuation Report by a Registered Valuer as defined under rule 2 of the Companies (Registered Valuers & Valuation) Rules, 2017. With respect to Property, Plant and Equipment.
 - f. According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii. The Company is involved in providing Information Technology and IT Enabled Services, hence does not hold any physical inventory. Therefore, reporting under this clause is Not Applicable.
- iii. (a) The Company provided working capital loan in the nature short term loan to its 100% subsidiary Bodhtree Human Capital Private Limited during the Previous year has been written off during the year as per NCLT Order.
- (b) The Company is not engaged in the business to give loans primarily. Hence clause (iii) (a) is applicable.

During the year, the company has given loans to companies and other parties as per the following table.

Particulars	Loans & Advances given to Subsidiaries, Joint Ventures and Associates	Loans & Advances given to parties other than Subsidiaries, Joint Ventures and Associates
Balance Outstanding as at 01.04.2023	Rs.26,60,715.00/-	-
Written off during the Year as per NCLT Order	Rs.26,60,715.00/-	-
Balance Outstanding as at 31.03.2024	-	-

- iv. The company has not advanced any loans, guarantees to directors of the company. Hence, this clause is not applicable to the company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits in contravention to the provisions of Sec 73 to 76 of The Companies Act, 2013, The Companies (Acceptance of deposit rules, 2014), any other relevant provisions of The Companies Act, 2013, and directives issues by Reserve Bank of India. No order has been passed by the Company Law Board or National Company Law Tribunal or RBI or any Court/ any other tribunal.
- vi. As per information & explanation given by the management, The Central Government of India has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Accordingly, paragraph 3(vi) of the order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, Goods and Services Tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable to the appropriate authorities have generally been regularly deposited during the year by the Company with the appropriate authorities,

- (b) According to the information and explanations given to us, there are no material due so income tax or sales tax or service tax or Goods and Services Tax or duty of customs or duty of excise or value added tax which have not been deposited by the company on account of dispute except as given below for as on 31st March 2024:

S.No.	Particulars	Amount (Rs.)
1	TDS Payable	14,28,455
2	Provident Fund Payable	1,33,692
3	ESI Payable	5,152
Total		15,67,299

- viii. According to the information and explanations given to us and on the basis of our examination of the records, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a. The Company has not defaulted in repayment of loans or interest thereon to any lender. Such loans and interest thereon have not been demanded for repayment during the relevant financial year.
- b. The Company has not been declared willful defaulter by any bank or financial institution or other lender nor received any show cause from any lender.
- c. In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- d. On an overall examination of the financial statements, Company has not utilized short term fund for long term investments.
- e. On an overall examination of the financial statements of the company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture.
- f. According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- x. The Company has extinguished existing equity share capital and issued 1:10 ratio on existing shares to public and raised moneys from promoter of Rs.16 Crores during the year.
- During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- xi. (a) According to information and explanations given to us and on the basis of our examination of the records of the Company, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year under audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not received any Whistle Blower compliant during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate Internal Audit System commensurate with the size and the nature of its business.
- (b) We have considered the Internal Audit Reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with its directors during the year under audit 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. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. We are the Statutory Auditor of the Company during the year and there are no concerns of outgoing auditor.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we are of the opinion that the company is in a capacity to repay all its liabilities, during the year the company is undergoing Corporate Insolvency Resolution Process, the company has declared a loss of Rs.2,50,73,302.17/-, however as per the information and explanation provided to us by the management the company is showing positive traits of business revivals and future work orders which indicates the financial position of the company will improve in the future.
- xx. (a) Section 135 of the Companies Act, 2013, related to corporate social responsibility is applicable to company, however during the year the company has undergone Corporate Insolvency Resolution Process due to which it was not in a position to spend any amount towards corporate social responsibility as per the information and explanations given to us by the management.
- (b) There is no amount to be spent for other than ongoing projects towards corporate social responsibility (CSR). Hence, reporting under clause 3(xx)(a) of the order is not applicable for the year.
- (b) The Company does not have any ongoing projects relating to CSR. Hence, reporting under clause 3(xx)(b) of the order is not applicable.
- xxi. There have been no adverse remarks in the audit report related to the subsidiary of the company as per the audit reports.

For RSM & ASSOCIATES
Chartered Accountants,
Firm Reg No: 002813S

CA. E. Madhusudhana Reddy
Partner
Membership No: 202308
UDIN: 24202308BKAJTN6308

Date: May 27th 2024
Place: Hyderabad

BALANCE SHEET AS AT MARCH 31, 2024

(Amount in Rs.)

Particulars	Note No.	As At 31st March 2024	As At 31st March, 2023
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment		37,26,000	92,87,488
(b) Intangible Assets	4	-	97,86,977
(c) Intangible Asset Under Development		-	25,83,36,709
		<u>37,26,000</u>	<u>27,74,11,174</u>
(d) Financial Assets			
(i) Investments	5	7,35,000	81,55,630
(e) Deferred Tax Asset	6	1,67,653	75,60,821
		<u>9,02,653</u>	<u>1,57,16,451</u>
(2) Current Assets			
Inventories			-
(a) Financial Assets			
(i) Trade receivables	7	6,80,96,473	62,72,61,480
(ii) Cash and cash equivalents	8	16,03,842	1,28,59,224
(iii) Bank balances other than (ii) above		7,30,58,823	3,19,92,457
(iv) Loans and advances	9	-	64,63,020
(v) Other Financial Assets	10	20,78,276	2,31,15,140
(b) Current Tax Assets (Net)	11	-	-
(c) Other Current Assets	12	44,37,581	17,69,40,270
		<u>14,92,74,995</u>	<u>87,86,31,591</u>
Total Assets		<u>15,39,03,648</u>	<u>1,17,17,59,216</u>
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	17,17,31,140	19,95,82,360
(b) Other Equity	14	(2,55,45,543)	2,19,709,634
		<u>1,46,185,597</u>	<u>4,19,291,994</u>
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	-	4,42,65,130
(b) Provisions	16	5,12,814	4,07,440
		<u>5,12,814</u>	<u>4,46,72,570</u>
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	-	8,06,19,094
(ii) Trade Payables	18	27,70,994	41,81,25,645
(iii) Other Financial Liabilities	19	-	1,02,36,246
(b) Other Current Liabilities	20	44,34,243	19,87,46,478
(c) Provisions	21	-	67,189
(d) Current Tax Liability		-	-
		<u>72,05,237</u>	<u>70,77,94,653</u>
Total Equity & Liabilities		<u>15,39,03,648</u>	<u>1,17,17,59,216</u>

As per our report of even date

For RSM & ASSOCIATES

Chartered Accountants

FRN: 002813S

CA. E.Madhusudhana Reddy

Partner

Membership No : 202308

UDIN : 24202308BKAJTN6308

Date: 27.05.2024

Place : Hyderabad

For and on behalf of Board of Directors

For Bodhtree Consulting Limited

Santosh Kumar Vangapally

Whole Time Director

DIN: 09331903

Prashanth Mitta

Director

DIN: 02459109

Bhanu Dinesh Alava

Chief Financial Officer

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED MARCH 31, 2024 (Amount in Rs.)

Particulars	Note No.	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Income :			
Income from Operations	22	16,55,74,686.74	39,33,99,136.00
Other Income	23	64,96,215.26	3,45,06,441.00
Total Income		17,20,70,902.00	42,79,05,577.00
Expenses :			
Work Execution expenses	24	14,80,41,542.90	58,36,53,242.00
Employee Benefits Expense	25	1,39,60,736.00	1,30,19,909.00
Finance costs	26	1,13,70,329.19	1,11,44,435.00
Depreciation and Amortization Expense	4	25,43,954.00	44,92,768.00
Other expenses	27	1,31,80,394.91	7,61,02,234.00
Total Expenditure		18,90,96,957.00	68,84,12,588.00
Profit / (loss) before tax		(1,70,26,055)	(26,05,07,011)
Tax expense			
Current tax		-	-
Deferred tax		76,17,180.04	21,17,624.00
Net Profit / (loss) for the period		(2,46,43,235)	(26,26,24,635)
Other Comprehensive Income (OCI)			
(a) (i) Items that will not be reclassified to profit or loss		(8,90,079.00)	1,48,964.00
(ii) Tax on items that will not be reclassified to profit or loss		2,24,011.87	(37,494.00)
(b) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income / (Loss) for the period		(6,66,067.13)	1,11,470.00
Total Comprehensive Income for the period (Comprising Net Profit / (loss))		(2,53,09,302.17)	(26,25,13,165.00)
Paid-up Equity Share Capital (Face Value : Rs.10 per share)		1,717.31	1,995.82
Other equity			
Earnings Per Share (Basic) (*)		(1.47)	(13.16)
Earnings Per Share (Diluted) (*)		(1.47)	(13.16)
(*Not Annualised)			

As per our report of even date

For RSM & ASSOCIATES

Chartered Accountants

FRN: 002813S

CA. E.Madhusudhana Reddy

Partner

Membership No : 202308

UDIN : 24202308BKAJTN6308

Date: 27.05.2024

Place : Hyderabad

For and on behalf of Board of Directors

For Bodhtree Consulting Limited**Santosh Kumar Vangapally**

Whole Time Director

DIN: 09331903

Prashanth Mitta

Director

DIN: 02459109

Bhanu Dinesh Alava

Chief Financial Officer

CASHFLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2024

(Amount in Rs.)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Cash Flows from Operating Activities		
Net profit before tax	(1,70,26,055)	(26,05,07,011)
Other Comprehensive Income	(8,90,079)	1,48,969
Adjustments for :		
Fair value difference of financial Instruments	3,10,000	(70,000)
Depreciation	25,43,954	44,92,768
Finance Costs	1,13,70,329	1,11,44,435
Interest received	(11,87,180)	(13,76,304)
Unrealised exchange loss /(profit)	(53,09,036)	(3,31,30,137)
Operating profit before working capital changes	<u>(1,01,88,067)</u>	<u>(27,92,97,280)</u>
Movements in Working Capital :		
(Increase)/Decrease in Trade Receivables	55,95,47,651	30,08,65,035
(Increase)/Decrease in Other financial assets	2,10,36,864	(1,18,92,800)
(Increase)/Decrease in Other Current Assets	17,60,30,616	(4,68,253)
(Increase)/Decrease in Short Term Loan and Advances	64,63,020	(26,60,715)
Increase/(Decrease) in Trade Payables	(8,06,19,094)	6,29,55,076
Increase/(Decrease) in Other financial liabilities	(50,62,12,028)	(23,24,001)
Increase/(Decrease) in Other Current liabilities	(19,44,45,927)	62,40,942
Increase/(Decrease) in Provisions	(67,189)	(1,85,711)
Changes in Working Capital	<u>(1,82,66,087)</u>	<u>3,525,29,573</u>
Cash generated from operations	<u>(2,84,54,154)</u>	<u>7,32,32,293</u>
Direct Taxes Paid	-	-
Net Cash from operating activities (A)	<u>(2,84,54,154)</u>	<u>7,32,32,293</u>
Cash flows from Investing Activities		
Purchase of Fixed Assets	(1,32,000)	-
Product Development Cost	-	-
Reciept of Interest	11,87,180	13,76,304
(Purchase)/Sale of Investment	-	-
Net Cash used in Investing Activities (B)	<u>10,55,180</u>	<u>13,76,304</u>
Cash flows from Financing Activities		
Repayment/(Proceeds) of/from Short-term borrowings	(1,08,00,618)	-
Repayment/(Proceeds) of/from Long-term borrowings	-	2,77,25,278
Finance cost	(1,13,70,329)	(1,11,44,435)
Repayment/(Proceeds) of/from issue of shares	16,00,00,000	-
Net Cash used in Financing Activities (C)	<u>13,78,29,053</u>	<u>1,65,80,843</u>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	<u>11,04,30,079</u>	<u>9,11,89,440</u>
Cash and Cash equivalents at the beginning of the year	(3,57,67,414)	(12,69,56,854)
Cash and Cash equivalents at the ending of the year	<u>7,46,62,665</u>	<u>(3,57,67,414)</u>

Particulars	31.03.2024	31.03.2023
Cash on hand	61,707	-
Cash Equivalents		
Current Accounts	15,42,135	1,28,59,224
Margin Money Deposits	-	3,19,92,457
Fixed Deposits with banks	7,30,58,823	-
Short Term Borrowings from Bank	-	(8,06,19,094)
	<u>7,46,62,665</u>	<u>(3,57,67,413)</u>

As per our report of even date

For RSM & ASSOCIATES

Chartered Accountants

FRN: 002813S

CA. E.Madhusudhana Reddy

Partner

Membership No : 202308

UDIN : 24202308BKAJTN6308

Date: 27.05.2024

Place : Hyderabad

42nd Annual Report 2023 - 2024

For and on behalf of Board of Directors

For Bodhtree Consulting Limited

Santosh Kumar Vangapally

Whole Time Director

DIN: 09331903

Prashanth Mitta

Director

DIN: 02459109

Bhanu Dinesh Alava

Chief Financial Officer

(Amount in Rs.)

Statement of Changes in Equity for the year ended March 31, 2024

a. Equity Share Capital	Particulars	As at March 31, 2024	As at March 31, 2023
	Balance at the beginning of the reporting period	19,95,82,360	19,95,82,360
	Changes in equity share capital during the year	-	-
	Less: Extinguishment of Shares	18,78,51,220	-
	Add: Issue of Shares	16,00,00,000	-
	Balance at the end of the reporting period	17,17,31,140	19,95,82,360

b. Other Equity	Particulars	Securities Premium	Other Reserves	Retaining Earnings	Total
	Statement of Changes in Equity				
	Balance as at April 01, 2023	13,73,34,650	50,00,000	7,73,74,984	21,97,09,634
	Addition / (deletion) during the year / Period	(12,92,62,333)	(47,06,108)	(7,19,17,210)	(20,58,85,651)
	Profit / (Loss) for the year	-	-	(2,53,09,302)	(2,53,09,302)
	Other comprehensive income for the year	-	-	-	-
	Total comprehensive income for the year	-	-	(2,53,09,302)	(2,53,09,302)
	Balance as at March 31, 2024	80,72,317	2,93,892	(1,98,51,528)	(1,14,85,319)
	Balance as at April 01, 2022	13,73,34,650	50,00,000	33,98,88,143	48,22,22,793
	Addition / (deletion) during the year / Period	-	-	-	-
	Profit / (Loss) for the year	-	-	(26,26,24,629)	(26,26,24,629)
	Other comprehensive income for the year	-	-	1,11,470	1,11,470
	Total comprehensive income for the year	-	-	(26,59,43,693)	(26,59,43,693)
	Balance as at March 31, 2023	13,73,34,650	50,00,000	7,73,74,984	21,97,09,634

As per our report of even date

For RSM & ASSOCIATES
Chartered Accountants
FRN: 0028135

CA. E.Madhusudhana Reddy
Partner
Membership No : 202308
UDIN : 24202308BKAJTN6308

Date: 27.05.2024
Place : Hyderabad

For and on behalf of Board of Directors

For Bodhtree Consulting Limited

Santosh Kumar Vangapally
Whole Time Director
DIN: 09331903

Bhanu Dinesh Alava
Chief Financial Officer

Prashanth Mitta
Director
DIN: 02459109

NOTES TO FINANCIAL STATEMENTS

DESCRIPTION OF THE COMPANY AND SIGNIFICANT ACCOUNTING POLICIES

1. General Information

Bodhtree consulting Ltd engaged in the IT and IT enabling services (ITES) provider. The company has business operations mainly in India and USA. The company is a public limited company incorporated

And domicile in India and has its registered office at Mélange towers, Patrikanagar, Madhapur, Hitech city Hyderabad TG 500081 IN. The company has its primary listings on the Bombay Stock Exchange and National Stock Exchange in India. The principal accounting policies applied in the preparation of financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

As per Order of National Company Law Tribunal (NCLT), our company underwent a comprehensive restructuring process. This restructuring was meticulously designed to enhance operational efficiency, streamline processes, and ensure long-term sustainability. Through strategic realignment of resources and responsibilities, we have fortified our organizational framework to better adapt to market dynamics and capitalize on emerging opportunities. This restructuring endeavor underscores our unwavering commitment to fostering growth, maximizing shareholder value, and upholding the highest standards of corporate governance. As we embark on this new chapter, we are poised to navigate challenges with resilience and chart a trajectory of sustained success in the ever-evolving business landscape.

2. Summary of Significant Accounting Policies

2.1 Basis of preparation and presentation of Financial Statements

The financial statements of Bodhtree Consulting Ltd (“BCL” or “the company”) have been prepared and presented in accordance with the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules 2015, as amended and as per other relevant provisions of the Act. The presentation of financial statements is based upon IND AS and Schedule III of Companies Act, 2013.

2.2 Basis of Measurement

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the balance sheet:

- a. Derivative financial instruments are measured at fair value.
- b. Certain financial assets are measured either at fair value or at amortized cost depending on the classification;
- c. Employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation, and
- d. Long-term borrowings are measured at amortized cost using the effective interest rate method.

All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realization/settlement within twelve months period from the balance sheet date.

2.3 Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, the areas involving critical estimates or Judgment are:

a. Depreciation and amortization

Depreciation and amortization are based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets.

b. Employee Benefits

The present value of the employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) includes the discount rate, wage escalation and employee attrition. The discount rate is based on the prevailing market yields of Indian Government Securities as at the balance sheet date for the estimated term of the obligations.

c. Provision and contingencies

Provisions and contingencies are based on the Management’s best estimate of the liabilities based on the facts known at the balance sheet date.

d. Fair valuation

Fair value is the market-based measurement of observable market transaction or available market information. All financial instruments are measured at fair value as at the balance sheet date, as provided in Ind AS 109 and 113. Being a critical estimate, judgment is exercised to determine the carrying values. The fair value of financial instruments that are unlisted and not traded in an active market is determined at fair values assessed based on recent transactions entered into with third parties, based on valuation done by external appraisers etc.

e. Functional and presentation currency

These financial statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupees has been rounded to the nearest rupees.

2.4 Current and Non- Current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

All the assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1, presentation of financial statements.

Assets: An asset is classified as current when it satisfies any of the following criteria:

- a. It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realized within twelve months after the reporting date; or
- d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities: A liability is classified as current when it satisfies any of the following criteria:

- a. It is expected to be settled in the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within twelve months after the reporting date; or
- d. The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification

Current assets/ liabilities include the current portion of noncurrent assets/ liabilities respectively. All other assets/ liabilities are classified as noncurrent. Deferred tax assets and liabilities are always disclosed as non- current.

2.5 Foreign Currency Transaction

Transactions in foreign currencies are translated to the respective functional currencies of entities within the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in the statement of profit and loss in the period in which they arise.

2.6 Property Plant & Equipment**Recognition and measurement**

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

Directly attributable costs include:

- a. Cost of Employee Benefits arising directly from Construction or acquisition of PPE.
- b. Cost of Site Preparation.
- c. Initial Delivery & Handling costs.
- d. Professional Fees and

- e. Costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling any item produced while bringing the asset to that location and condition (such as samples produced when testing equipment).

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within the statement of profit and loss.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part will be derecognized. The costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

Depreciation

Depreciation is recognized in the statement of profit and loss on a straight line basis over the estimated useful lives of property, plant and equipment based on the Companies Act, 2013 ("Schedule II"), which prescribes the useful lives for various classes of tangible assets. For assets acquired or disposed off during the year, depreciation is provided on pro rata basis. Land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

The estimated useful lives are as follows:

Type of Asset	Estimated useful life in years
Vehicles	8
Computers	3

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is disclosed as capital advances under other noncurrent assets. The cost of property, plant and equipment not ready to use before such date are disclosed under capital work-in-progress. Assets not ready for use are not depreciated.

Company assesses at each balance sheet date, whether there is objective evidence that an asset or a group of assets is impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Recoverable amount is higher of the value in use or fair value less cost to sell.

2.7 Intangible assets

Acquired computer software is capitalized on the basis of the costs incurred to acquire and bring to use the specific software. The Intangible assets that are acquired by the Company and that have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses.

Amortization

Amortization is recognized in the statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets or on any other basis that reflects the pattern in which the asset's future economic benefit are expected to be consumed by the entity. Intangible assets that are not available for use are amortized from the date they are available for use. The estimated useful lives are as follows:

2.8 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a. Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Debt instrument at FVTPL

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. The Company has not designated any debt instrument as at FVTPL.

Investment in Preference Shares and Unquoted trade Investments

Investment in Preference Shares and Unquoted trade Investments are measured at amortized cost using Effective Rate of Return (EIR).

Investment in equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's balance sheet) when:

- a. The rights to receive cash flows from the asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of trade receivables

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18. As company trade receivables are realized within normal credit period adopted by the company, hence the company trade receivables are not impaired except for certain customers for which adequate provision has been made on the same.

b. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value i.e., loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

2.9 Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, an impairment test is performed each year on March 31.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflow of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

2.10 Cash & Cash Equivalents

Cash and bank balances comprise of cash balance in hand, in current accounts with banks, demand deposit, short-term deposits, Margin Money deposits and unclaimed dividend accounts. For this purpose, "short-term" means investments having maturity of three months or less from the date of investment. Bank overdrafts that are repayable on demand and form an integral part of our cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. The Margin money deposits, balance in dividend accounts which are not due and unclaimed dividend balances shall be disclosed as restricted cash balances.

2.11 Employee Benefits

a. Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b. Defined Contribution Plan

The Company's contributions to defined contribution plans are charged to the statement of profit and loss as and when the services are received from the employees.

c. Defined Benefit Plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates based on prevailing market yields of Indian Government Bonds and that have terms to maturity approximating to the terms of the related defined benefit obligation. The current service cost of the defined benefit plan, recognized in the statement of profit and loss in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is

included in employee benefit expense in the statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

d. Termination benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

e. Other long-term employee benefits

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

Provisions, contingent liabilities and contingent assets

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

2.12 Revenue Recognition

Sale of goods and services

Revenue is recognized when the Company substantially satisfied its performance obligation while transferring a promised good or service to its customers. The company considers the terms of the contract and its customary business practices to determine the transaction price. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives / discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

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 recognized pro-rata over the period of the contract in which the services are rendered.

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 sale is net of taxes.

Other Income

Interest Income

Interest Income mainly comprises of interest on Margin money deposit with banks relating to bank guarantee. Interest income should be recorded using the effective interest rate (EIR). However, the amount of margin money deposits

relating to bank guarantee are purely current in nature, hence effective interest rate has not been applied. Interest is recognized using the time-proportion method, based on rates implicit in the transactions.

2.13 Borrowing Costs

Borrowing costs consist of interest, ancillary and other costs that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing cost also include Exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

2.14 Tax Expenses

Tax expense consists of current and deferred tax.

Income Tax

Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred Tax

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

2.15 Earnings per Share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.16 Trade receivable

Trade receivables are initially recognized at fair value and subsequently measured at amortized cost using effective interest method, less provision for impairment, if any.

S. No.	Particulars	Amount in Rs.	
		As At 31st March, 2024	As At 31st March, 2023
1	Receivables considered good - Secured	-	-
2	Receivables considered good -UnSecured	6,80,96,473	63,27,39,785
3	Provision for Bad & Doubtful Debts	-	(54,78,305)
	Total	6,80,96,473	62,72,61,480

2.17 Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Fair value which is determined for disclosure purposes is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases the market rate of interest is determined by reference to similar lease agreements. In respect of the company's borrowings that floating rates of interest, their fair value approximates carrying value.

a. Depreciation and amortization

Depreciation and amortization are based on management estimates of the future use full lives of the property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in the market conditions and other factors and may result in changes in the estimated useful life and may result in changes in the estimated useful life and the depreciation and amortization charges.

b. Employee benefits

The present value of the defined benefit obligations depends on a number of factors that are determined on an accrual basis using various assumptions. The assumptions used in determining the net cost/ (income) includes the discount rate, wage escalation and employee attrition. Any changes in these assumptions will impact the carrying amount of obligations. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

c. Trade receivables

The credit worthiness of Trade receivables and the credit terms set are determined on a case-to-case basis and the management has factored in the uncertainties arising out of Covid -19, as applicable. Based on other internal and external sources of information as determined by the management, the company expects to fully recover the carrying amount of trade receivables except from certain customers and the company had made the adequate provision on the same.

The fair value of Trade receivables are not considered to be significantly different from their carrying values, given their generally short period to maturity, with impairment reviews considered on an individual basis rather than when these become over due.

2.18 Auditors Remuneration

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
a) Audit fees	5,36,000	8,00,000
b) Other charges	-	-
Taxation matters	-	-
Certification fee	-	-
c) Reimbursement of out of pocket expenses	-	-
TOTAL	5,36,000	8,00,000

2.19 Earnings per Share

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Earnings		
Profit attributable to equity holders	(2,46,43,235)	(26,26,24,635)
Shares		
Number of shares at the beginning of the year	1,99,58,236	1,99,58,236
Add: Equity shares issued	1,60,00,000	-
Less: Extinguishment of shares	(1,87,85,122)	-
Total number of equity shares outstanding at the end of the year	1,71,73,114	1,99,58,236
Weighted average number of equity shares outstanding during the year – Basic	-	-
Add: Weighted average number of equity shares arising out of outstanding stock options (net of the stock options forfeited) that have dilutive effect on the EPS	-	-
Weighted average number of equity shares outstanding during the year – Diluted	-	-
Earnings per share of par value 10/- -Basic	(1.47)	(13.16)
Earnings per share of par value 10/- Diluted	(1.47)	(13.16)

2.20 Related Parties

Key Management Personnel	Mr. Santosh Kumar Vangapally (Whole time Director)
	Mr. Prashanth Mitta (Whole time Director)
	Mr. Bhanu Dinesh Alava (Chief Financial Officer)
Enterprises controlled or significantly influenced by individual / relatives	Skyline Ventures India Ltd
	Bodhtree technologies PTE Ltd
	Bodhtree Solutions Pte Limited (Fellow Subsidiary Upto 29/05/2016)
	Wilmer Digital Services Private Ltd.

The following is a summary of significant related party transactions:

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Sales/ Rendering services		
Bodhtree consulting LLC	-	71,56,97,728
Kepler Information Systems Pvt Ltd	-	-
Bodhtree solutions PTE Ltd	-	-
Skyline ventures India Ltd	-	-
Cemetrix (IT)Services Pvt Ltd	-	-
Purchases/availing Services		
Kepler Information systems pvt Ltd	-	3,24,31,828
Bodhtree technologies PTE Ltd	-	-
Naskon soft solution pvt ltd	-	-
Remuneration to key Managerial Persons		
Mr. Santosh Kumar Vangapally (Whole time Director)	-	-
Mr. Prashanth Mitta (Whole time Director)	-	-
Loans Received/(Repaid)		
Kepler Information Systems Pvt Ltd	-	-
L N Rama Krishna –Managing Director	-	4,39,40,130
Advances given/(taken)		
Bodhtree Human capital pvt ltd	-	26,60,715
Naskon Soft Solution pvt ltd	-	22,15,000
Directors sitting fees		
Santosh Kumar Vangapally	-	5,69,469

2.21 Earnings/expenditure in foreign currency:

Expenditure in Foreign Currency:

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
Purchase of Licenses	-	-
Travelling & Other expenses	-	-
Total	-	-

Earnings in Foreign Currency:-

Particulars	For the year ended 31st March 2024	For the year ended 31st March 2023
FOB Value of Exports	81,84,240.74	26,96,75,245
Total	81,84,240.74	26,96,75,245

2.22 Segment Reporting:

The Company concluded that there is only one operating segment i.e., IT and IT Enabling Services. Hence, the same becomes the reportable segment for the Company. Accordingly, the Company has only one operating and reportable segment, the disclosure requirements specified in paragraphs 22 to 30 are not applicable.

2.23 Employee benefits:

Gratuity benefits

In accordance with applicable laws, the Company has a defined benefit plan which provides for gratuity payments (the "Gratuity Plan") and covers certain categories of employees in India. The Gratuity Plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amount of the payment is based on the respective employee's last drawn salary and the years of employment with the Company. Liabilities in respect of the Gratuity Plan are determined by an actuarial valuation, based upon which the Company makes contributions to the Life Insurance Corporation of India (LIC).

The components of gratuity cost recognized in the statement of profit and loss for the years ended 31st March 2024 and 2023 consist of the following:

Particulars	For the Years ended 31st March	
	2024	2023
Current service cost	62,554	61,341
Interest on net defined benefit liability/(asset)	5,174	26,812
Gratuity cost recognized in statement of profit and loss	67,728	88,153

Details of the employee benefits obligations and plan assets are provided below:

Particulars	For the Years ended 31st March	
	2024	2023
Present value of funded obligations	226941	340547
Fair value of plan assets	-	-
Net defined benefit liability / (asset) recognized	2,26,941	3,40,547

Details of changes in the present value of defined benefit obligations are as follows:

Particulars	For the Years ended 31st March	
	2024	2023
Defined benefit obligations at the beginning of the year	3,40,547	4,71,571
Current service cost	62,554	61,341
Interest on defined obligations	5,174	26,812
Re-measurements due to:	0	
Actuarial loss/(gain) due to change in financial assumptions	5,279	-7,460
Actuarial loss/(gain) due to demographic assumptions	0	-
Actuarial loss/(gain) due to experience changes	5,44,278	-815
Benefits paid	-7,30,891	-2,11,242
Other (Employee Contribution, Taxes, Expenses, adj to Opening Balance)	-	-
Defined benefit obligations at the end of the year	2,26,941	3,40,547

Details of changes in the fair value of plan assets are as follows:

Particulars	For the Years ended 31st March	
	2024	2023
Fair value of plan assets at the beginning of the year	-	-
Employer contributions	-	-
Actuarial loss/(gain) on plan assets	-	-
Financial Assumption		
Experience Adjustments		
Return on plan assets excluding interest on plan assets		
Benefits paid	-	-
Other (Employee Contribution, Taxes, Expenses, adj to Opening Balance)	-	-
Plan assets at the end of the year	-	-

Summary of Actuarial Assumptions

The actuarial assumptions used in accounting for the Gratuity Plan are as follows: The assumptions used to determine benefit obligations:

Particulars	As of 31st March,	
	2024	2023
Discount rate	7.23%	7.53%
Rate of compensation increase	0.00%	0.00%

Leave Encashment

The Company provides for accumulation of compensated absences for certain categories of its employees. These employees can carry forward a portion of the unutilized compensated absences and utilize them in future periods or receive cash in lieu thereof as per the Company's policy. The Company records a liability for compensated absences in the period in which the employee renders the services that increases this entitlement.

Contribution to Provident Fund

The employees of the Company receive benefits from a provident fund, a defined contribution plan. Both the employee and employer each make monthly contributions to a government administered fund equal to 12% of the covered employee's qualifying salary. The Company has no further obligations under the plan beyond its monthly contributions.

2.24 Income Taxes:

Income tax expense/ (benefit) recognized in the statement of profit and loss:

Income tax expense/ (benefit) recognized in the statement of profit and loss consists of the following:

Particulars	For the Year Ended 31st March	
	2024	2023
Current taxes expense		
Domestic	-	-
Deferred taxes expense/(benefit)	76,17,180.04	21,17,624
Total income tax expense/(benefit) recognized in the statement of profit and loss	76,17,180.04	21,17,624

Reconciliation of Effective tax rate

Particulars	For the Year Ended 31st March	
	2024	2023
Profit before income taxes	(1,70,26,055)	(2,60,50,701)
Enacted tax rate in India	25.168%	25.168%
Computed expected tax benefit/(expense)	(42,85,117)	(6,55,64,405)
Effect of:		
Expenses not deductible for Tax purposes	-	79,97,768
Expenses deductible for Tax purposes	-	(1,24,11,119)
Taxable at Special Rate	-	-
Exempted income form SEZ	-	-
Reversal of excess provision created in previous years	-	-
Income tax benefit/(expense)	-	-
Effective tax rate	-	-

The Company's average effective tax rate for the years ended March 31, 2024 and 2023 were 0% and 0%, respectively.

Deferred tax assets & Liabilities:

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below:

Particulars	For the Year Ended 31st March	
	2024	2023
Deferred tax assets/(liabilities):		
Property, plant and equipment	(28,123)	78,20,324
Others	1,95,776	2,59,503
Net deferred tax assets/(liabilities)	1,67,653	75,60,821

2.25 Financial Risk Management:

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and Market risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors, Risk Management Committee and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company has the following categories of financial assets that are subject to credit risk evaluation:

The table provides details regarding the contractual maturities of significant financial liabilities as on 31 March 2024 and 31 March 2023.

As on 31 March 2024

Particulars	1Year	1-5Years	>5Years	Total
Assets				
Trade receivables	62,72,61,480			62,72,61,480
Cash and cash equivalents	1,28,59,224			1,28,59,224
Other bank balances	3,19,92,457			3,19,92,457
Loans and advances	64,63,020			64,63,020
Other financial assets	2,31,15,140			2,31,15,140

Liabilities				
Trade payables	41,81,25,645			41,81,25,645
Long term borrowings	4,42,65,130			4,42,65,130
Short term borrowings	8,06,19,094			8,06,19,094
Other financial liabilities	90,44,422			90,44,422

As on 31 March 2024

Particulars	1 Year	1-5 Years	>5Years	Total
Assets				
Trade receivables	62,72,61,480	-	-	62,72,61,480
Cash and cash equivalents	1,28,59,224	-	-	1,28,59,224
Bank balances	3,19,92,457	-	-	3,19,92,457
Loans and advances	64,63,020	-	-	64,63,020
Other financial assets	2,31,15,140	-	-	2,31,15,140
Liabilities				
Trade payables	41,81,25,645	-	-	41,81,25,645
Long term borrowings	4,42,65,130	-	-	4,42,65,130
Short term borrowings	8,06,19,094	-	-	8,06,19,094
Other financial liabilities	90,44,422	-	-	90,44,422

2.26 Financial Instrument:

The carrying value and fair value of financial instruments as at 31 March 2024 and 31 March 2023 were as follows:

Particulars	As at 31 March 2024		As at 31 March 2023	
	Total carrying value	Total fair value/ amortised cost	Total carrying value	Total fair value/ amortised cost
Financial assets				
Cash and cash equivalents	16,03,842	16,03,842	1,28,59,224	1,28,59,224
Other bank balances	7,30,58,823	7,30,58,823	3,19,92,457	3,19,92,457
Investments	7,35,000	7,35,000	81,55,630	81,55,630
Trade receivables	6,80,96,473	6,80,96,473	62,72,61,480	62,72,61,480
Loans	-	-	64,63,020	64,63,020
Other financial assets	20,78,276	20,78,276	2,31,15,140	2,31,15,140
Total	14,55,72,414	14,55,72,414	70,98,46,951	70,98,46,951
Financial liabilities				
Trade payables	2,770,994	2,770,994	41,81,25,645	41,81,25,645
Long-term borrowings	-	-	4,42,65,130	4,42,65,130
Short-term borrowings	-	-	8,06,19,094	8,06,19,094
Lease Liabilities	-	-	-	-
Other financial liabilities	-	-	90,44,422	90,44,422
Total	2,770,994	2,770,994	55,20,54,291	55,20,54,291

2.27 Corporate Social Responsibility:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act. Due to lack of profit during the year and uncertainty due to insolvency no amount was spent during the year towards CSR.

Capital Management

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through equity, borrowings and operating cash flows required.

The company's Debt Equity ratio is as follows:

Particulars	2024	2023
Total Debt	77,18,051	75,24,67,223
Total Equity	14,61,85,597	41,92,91,993
Debt Equity Ratio	1:18.94	1.79:1

2.28 Contingent Liabilities and Commitments:

The following are the details of contingent liabilities and commitments:

Particulars	2024	2023
Contingent Liabilities		
Guarantees		
- Bank Guarantee	6,48,07,500	6,48,07,500

2.29 Ratio analysis

Ratio	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	Variance (in %)
Current ratio (no of times)	Current Assets	Current Liabilities	20.71	1.24	-1570.16
Debt- Equity Ratio (no of times)	Total Debt	Shareholder's Equity	0.05	1.79	97.21
Debt Service Coverage ratio (no of times)	Operating Income	Debt service	-	-19.22	0.00
Return on Equity ratio (%)	Net Profits after taxes	Average Shareholder's Equity	-0.17	-47.7	99.64
Inventory Turnover ratio (no of times)	Cost of goods sold	Average Inventory	-	-	-
Trade Receivable Turnover Ratio (no of times)	Revenue	Average Trade Receivable	0.48	0.52	7.69
Trade Payable Turnover Ratio (no of times)	Net credit purchases	Average Trade Payables	0.7	1.51	53.64
Net Capital Turnover Ratio (no of times)	Revenue	Working capital	1.16	2.5	53.60
Net Profit ratio (%)	Net Profit	Revenue	-0.15	-61.37	99.76
Return on Capital Employed (%)	Earnings before interest and taxes	Capital Employed	-0.04	-53.75	99.93
Return on Investment (%)	Income generated from investments	Time weighted average investments	-	0.07	-

2.30 Other statutory information:

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

- The Company does not have any transactions with struck off companies.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company has not entered in to any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, during the year.
- The Company does not have any borrowings from banks or financial institutions against security of its current assets.

2.31 Other Relevant Information

The Company has incurred a net loss of Rs (2,53,03,302.17)/- during the year ended 31 March 2024

Note - 4
Property Plant and Equipment

S. No.	Particulars	GROSS BLOCK				DEPRECIATION				Net Block	
		As at 01.04.2023	Additions	Deletions	As at 31.03.2024	As at 01.04.2023	Additions	Deletions	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
I	Property, Plant & Equipment										
1	Computer - Hardware	5,13,46,535	1,32,000	3,99,87,620	1,14,90,915	5,10,67,888	2,978	4,02,76,925	1,07,93,940	6,96,974	2,78,647
2	AC's/UPS/Stabilisers	75,47,062	-	75,47,062	-	71,93,648	-	71,93,648	-0	0	3,53,414
3	Electrical Items	48,25,101	-	48,25,101	-	40,12,509	2,12,889	42,25,398	-	-	8,12,592
4	Office Equipment	1,72,69,833	-	1,72,69,833	-	1,66,72,109	59,052	1,67,31,161	-0	0	5,97,724
5	Audio & Video Systems	2,11,250	-	2,11,250	-	2,06,605	765	2,07,370	-	-	4,645
6	Furniture & Fixtures	1,61,76,732	-	1,61,76,732	-	1,44,32,266	5,59,006	1,49,91,272	-0	0	17,44,466
7	Vehicles	3,39,85,629	-	2,69,56,092	70,29,537	2,84,89,629	17,09,264	2,61,98,382	40,00,512	30,29,025	54,96,000
		13,13,62,142	1,32,000	11,29,73,690	1,85,20,452	12,20,74,653	25,43,954	10,98,24,157	1,47,94,452	37,26,000	92,87,488
II	Intangible Assets										
1	Intangible Assets(Midas & GST Project)	22,74,39,129	-	22,74,39,129	-	21,76,52,152	-	21,76,52,152	-	-	97,86,977
2	Computer - Software	1,57,58,073	-	1,57,58,073	-	1,57,58,073	-	1,57,58,073	-	-	-
		24,31,97,202	-	24,31,97,202	-	23,34,10,225	-	23,34,10,225	-	-	97,86,977
	Total	37,45,59,344	1,32,000	35,61,70,892	1,85,20,452	35,54,84,878	25,43,954	34,32,34,382	1,47,94,452	37,26,000	1,90,74,465
III	Intangible Assets under development	25,83,36,709	-	25,83,36,709	-	-	-	-	-	-	25,83,36,709

Notes Forming Integral Part of the Balance Sheet

(Amount in Rs.)

Particulars	As At 31st March, 2024	As At 31st March, 2023
Note : 5 Investments		
Investment in Equity Instruments		
Unquoted		
Investment in Subsidiary		
Bodhtree Human Capital Private Limited	-	71,10,630
10,000 Equity Shares of Rs.10 each		
Investments in Associates		
Learnsmart India Private Limited	-	50,50,000
505,000 Equity shares of Rs.10 each		
Quoted		
Hypersoft Technologies Limited	7,35,000	10,45,000
100,000 (31st Mar'18 : 100,000,) Equity Shares of Rs.10 each		
Less: Provision for diminution in value of investments	-	(50,50,000)
Total	7,35,000	81,55,630
Note : 6 Deferred Tax Asset / (Liabilities)		
On account of depreciation	(28,123.36)	7,820,324
On account of provisions, tax losses and investments	1,95,776	(2,59,503.00)
Total	1,67,653	7,560,821
Note : 7 Trade Receivables		
(Unsecured, Considered Good)		
Trade Receivables	6,80,96,473	6,32,739,785
Less: Provision for bad and doubtful debts	-	(54,78,305.00)
Total	6,80,96,473	6,27,261,480
Note : 8 Cash & Cash Equivalents		
Cash on Hand	61,707	-
Balances with Banks		
- In Current Accounts with Banks	15,42,135	1,28,59,224
Sub Total (A)	16,03,842	1,28,59,224
Bank balances other than above		
Fixed Deposits with Banks	73,058,823	-
In Deposit a/c - Held as Security for the Loan and Margin Money against Bank Guarantee	-	3,19,92,457
Sub Total (B)	7,30,58,823	3,19,92,457
Total [A + B]	7,46,62,665	4,48,51,681
Note : 9 Loans and Advances		
(Unsecured, Considered Good)		
Advances to related parties	-	26,60,715
Less: Provision for bad and doubtful debts	-	26,60,715
Deposits	-	38,02,305
Total	-	64,63,020
Note : 10 Other Financial Assets		
(Unsecured, Considered Good)		
Security Deposits	20,78,276	2,31,15,140
Total	20,78,276	2,31,15,140
Note : 11 Current Tax Assets (Net)		
Advance Tax (Net)	-	-
Total	-	-
Note : 12 Other Current Assets		
(Unsecured, Considered Good)		
Advance to Suppliers	-	1,61,93,584
Prepaid Expenses	-	6,73,389
TDS Receivable	44,35,913	-
GST Cash Ledger	1,830	-
Others	(1,62,22)	16,00,73,297
Total	44,37,581	17,69,40,270

Notes Forming Integral Part of the Balance Sheet

(Amount in Rs.)

Particulars	As At 31st March, 2024	As At 31st March, 2023
Note : 13 Equity Share Capital		
AUTHORIZED CAPITAL		
3,70,00,000 Equity Shares of Rs. 10/- each	37,00,00,000	37,00,00,000
	37,00,00,000	37,00,00,000
ISSUED , SUBSCRIBED & FULLY PAID UP CAPITAL		
17173114 Equity Shares of Rs. 10/- each with Voting Rights	17,17,31,140	19,95,82,360
Equity Shares of Rs.10/- each:		
Reconciliation of Shares	2023-24	2022-23
Opening Equity Shares	1,99,58,236	1,99,58,236
Less: Extinguishment of shares	(1,87,85,122)	-
Add: Shares Issued	1,60,00,000	-
Closing Equity Shares	1,71,73,114	1,99,58,236
	17,17,31,140	19,95,82,360
Total	17,17,31,140	19,95,82,360

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.

Shareholding Pattern

Promoters	No of Shares held
Santosh kumar Vangapally	40,00,000
Prem Anand Amarnath	1,20,00,000

Note : 14 Other Equity**Securities Premium**

Opening balance	13,73,34,650	13,73,34,650
Less: Transfer to Capital Reserve	(12,92,62,333)	-
	80,72,317	13,73,34,650
General Reserve	2,93,892	50,00,000
	2,93,892	50,00,000

Surplus / (Deficit) in Statement of Profit and Loss

Balance at the beginning of the year	7,73,74,984	33,98,88,149
Less: Dividend Paid	-	-
Less: Dividend Distribution Tax	-	-
Less: Transfer to Capital Reserve	(7,19,17,210)	
Add: Directly effected in OCI	-	1,11,470
Add: Profit / (Loss) for the year	(2,53,09,302)	(26,26,24,635)
Add: Previous year's reserves balance not adjusted	-	-
	(1,98,51,529)	7,73,74,984
Capital Reserve	(1,40,60,223)	-
Total	(2,55,45,543)	21,97,09,634

Notes Forming Integral Part of the Balance Sheet

(Amount in Rs.)

Particulars	As At 31st March, 2024	As At 31st March, 2023
Note : 15 Borrowings (Non-Current)		
Secured Loans		
- From Banks		
Vehicle Loans	-	11,91,824
Less: Current Maturities of Long term Debt	-	(11,91,824)
	-	-
- From Others	-	-
Total Secured Loans	-	-
Unsecured Loans		
- From Others		
Ramakrishna L N Loan A/c	-	4,39,40,130
BCL Employees Benefit Trust	-	3,25,000
Less: Current Maturities of Long term Debt	-	-
Total Unsecured Loans	-	4,42,65,130
Total	-	4,42,65,130
Note : 16 Provisions(Non-Current)		
Provision for Employee Benefit		
Gratuity	2,26,943	3,04,692
Compensated Absences	2,85,871	1,02,748
Total	5,12,814	4,07,440
Note : 17 Borrowings (Current)		
Secured Loans - Refer Note		
Cash Credit facility from a Bank	-	8,06,19,094
Total	-	8,06,19,094
Note : 18 Trade Payables		
Trade Payables other than Acceptances:	-	-
Dues to micro enterprises and small enterprises	-	-
Others	27,70,994	41,81,25,645
Total	27,70,994	41,81,25,645
Note : 19 Other Financial Liabilities (Current)		
Current Maturities of Long Term Debt	-	11,91,824
Other Advances	-	90,44,422
Total	-	1,02,36,246
Note : 20 Other Current Liabilities		
Provision for Expenses	3,08,800	11,63,65,845
Provision for Interest & taxes	-	1,55,484
Statutory Liabilities	16,19,448	79,98,529
Provident Fund Contribution	69,520	-
Provident Fund Payable	64,172	-
Security Deposits	-	5,69,25,969
Payable to Employees	23,72,303	1,73,00,651
Total	44,34,243	19,87,46,478
Note : 21 Provisions (Current)		
Gratuity	-	35,856
Compensated Absences	-	31,333
Total	-	67,189

Notes Forming Integral Part of the Statement of Profit & Loss

(Amount in Rs.)

Particulars	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Note : 22 Revenue from Operations		
Export Sales		
Projects - Consultancy Services	80,23,371	26,90,06,601
Projects - Off Shore	1,60,869	3,01,296
Referral Fees	-	3,67,348
	<u>81,84,241</u>	<u>26,96,75,245</u>
Domestic Sales		
Consultancy Services	15,27,96,890	9,02,61,376
Technical Services	-	2,74,84,600
Projects - Onsite Consultancy Services	45,93,556	42,62,915
Branch Sales	-	17,15,000
	<u>15,73,90,446</u>	<u>12,37,23,891</u>
Total	<u>16,55,74,687</u>	<u>39,33,99,136</u>
Note : 23 Other Income		
Interest on Fixed Deposits with Bank	11,87,180	13,76,304
Exchange Fluctuation	53,09,036	3,31,30,137
Fair value difference of financial Instruments	-	-
Total	<u>64,96,215</u>	<u>3,45,06,441</u>
Note : 24 Work Execution Expenses		
Cost of SF / CRM Licenses / Others - (Resale / Own Use)	-	26,500
Branch Expenditue- UPS Purchases	-	11,20,000
Software - Technical Fee	14,80,41,543	58,25,06,742
Total	<u>14,80,41,543</u>	<u>58,36,53,242</u>
Note : 25 Employee Benefit Expenses		
Salaries and Allowances	1,34,60,928	1,11,37,417
Directors Remuneration	-	11,57,256
Contribution to Provident Fund & others	4,81,131	4,28,109
Staff Welfare	18,677	2,97,127
Total	<u>1,39,60,736</u>	<u>1,30,19,909</u>
Note : 26 Finance Costs		
Interest on Vehicle Loans & Unsecured Loans	89,882	13,22,036
Interest on Cash Credit from Bank	1,00,90,763	77,69,607
Bank & Other Finance Charges	11,89,684	20,52,792
Total	<u>1,13,70,329</u>	<u>1,11,44,435</u>
Note : 27 Other Expenses		
Insurance	5,47,083	3,73,006
Printing & Stationery	65,984	1,83,306
Rent, Rates & Taxes	22,94,718	62,79,848
Communication Expenses	1,21,092	90,255
Travelling Expenses	1,11,314	24,71,510
Business Promotion Expenses	1,72,774	8,81,189
Electricity & Water Charges	6,51,208	9,00,874
Legal, Professional & Consultancy Charges	9,23,563	68,44,159
Remuneration to Auditors	5,36,000	8,00,000
Repairs & Maintenance	25,06,396	62,79,932
Change in Fair Value (P&L)	3,10,000	(70,000)
Miscellaneous Expenses	1,52,810	10,11,306
CSR Expenditure	-	7,67,622
Bad debts-Provision- Exports	-	54,78,305
Administrative expenses	1,50,000	10,63,752
CIRP Expenses	26,97,307	-
Late Payment Fee-Penalty	2,150	35,05,000
Rates & taxes	5,41,517	3,03,94,966
Interest on taxes	2,692	3,73,572
Liquidated Damages	-	83,88,632
Resolution Professional Fees	10,01,368	-
IBBI Interest& Penalty	3,92,419	-
Branch Indirect Expenses	-	85,000
Total	<u>1,31,80,395</u>	<u>7,61,02,234</u>



VISION

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

Mission

Enabling technology that help our customers build a global, secure and scalable enterprises.



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