FORM NO. MGT-7

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

Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

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

Global Location Number (GLN) of the company:

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

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

(b) Registered office address

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

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

(d) *Telephone number with STD code: 04042619840

(e) Website: www.bodhtree.com

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

(iv)

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

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

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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1

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

Name of the Registrar and Transfer Agent

VENTURE CAPITAL AND CORPORATE INVESTMENTS PRIVATE LTD.

Registered office address of the Registrar and Transfer Agents

12-10-167
BHARAT NAGAR

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/09/2022

(b) Due date of AGM 30/09/2022

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

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

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

*No. of Companies for which information is to be given 1 **Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BODHTREE HUMAN CAPITAL P	U74900TG2016PTC103679	Subsidiary	99.99

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	37000000	19958236	19958236	19958236
Total amount of equity shares (in Rupees)	370000000	199582360	199582360	199582360

Number of classes 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	37000000	19958236	19958236	19958236
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	370000000	199582360	199582360	199582360

(b) Preference share capital

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

Number of classes 0

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

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	2285479	17672757	19958236	199582360	19958236(	

Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	2285479	17672757	19958236	199582360	19958236(	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

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

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

☒ Nil

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

Separate sheet attached for details of transfers ◯ Yes ◯ No

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

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

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

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

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

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

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

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

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

(i) Turnover 1062865826

(ii) Net worth of the Company 681527848

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	60100	0.3	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	167000	0.84	0	
10.	Others Foreign Body Corporate	8000000	40.08	0	
	Total	8227100	41.22	0	0

Total number of shareholders (promoters) 3

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8670711	43.44	0	
	(ii) Non-resident Indian (NRI)	501835	2.51	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	100000	0.5	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2431122	12.18	0	
10.	Others Clearing Member and Trust	27468	0.14	0	
	Total	11731136	58.77	0	0

Total number of shareholders (other than promoters) 4027

Total number of shareholders (Promoters+Public/ Other than promoters) 4030

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

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	2780	4027
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	0	1	0	0	0	0
B. Non-Promoter	2	4	1	7	0	0
(i) Non-Independent	2	1	1	1	0	0
(ii) Independent	0	3	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	5	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KATRAGADDA RAJESI	02727491	Director	0	
RAMAKRISHNA NAGA	03623543	Director	0	
Anil	09331597	Director	0	
SANTOSH KUMAR VAI	09331903	Whole-time directo	0	
Naveen Erva	09342849	Director	0	
SUBHASHINI PRATTIG	09359263	Director	0	
SRINIVASAN PATTABI	09368916	Director	0	
Bandugula Ramulu Nar	ASPPB5290G	CFO	0	
Kavitha Somavarapu	FSFPS3062E	Company Secretar	0	03/08/2022
Sankaranarayan Sivara	01422135	Director	0	03/05/2022

(ii) Particulars of change in director(s) and Key managerial personnel during the year 18

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
RAMAKRISHNA NAGA	03623543	Managing Director	30/07/2021	Change in Designation
LAKKIMSETTI MUNEA	07219454	Director	29/06/2021	Cessation
SRINIVAS REDDY MAL	08070053	Director	13/07/2021	Cessation
SANJIV GUPTA	00233040	Director	12/07/2021	Cessation
Varsha Gupta	BNGPG9946K	Company Secretar	23/07/2021	Cessation
Amudala Sreeramulu Na	ABYPN0836E	Company Secretar	24/07/2021	Appointment
KOTHA RAJESH GUPT	06676965	Director	30/07/2021	Change in Designation
KOTHA RAJESH GUPT	06676965	Whole-time directo	04/10/2021	Cessation
SANTOSH KUMAR VAI	09331903	Whole-time directo	04/10/2021	Appointment
PUVVALA KUMAR PRA	00908396	Director	04/10/2021	Cessation
SANKARANARAYAN S	01422135	Director	04/10/2021	Appointment
Amudala Sreeramulu Na	ABYPN0836E	Company Secretar	30/11/2021	Cessation
SUBHASHINI	09359263	Director	26/10/2021	Appointment
PATTABIRAMAN	09368916	Director	28/10/2021	Appointment
Naveen Erva	09342849	Director	24/11/2021	Appointment
Anil	09331597	Director	24/11/2021	Appointment
Kavitha Somavarapu	FSFPS3062E	Company Secretar	07/02/2022	Appointment
Bandugula Ramulu Nar	ASPPB5290G	CFO	29/01/2022	Appointment

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

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

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General meeting	31/12/2021	3543	24	42.16

B. BOARD MEETINGS

*Number of meetings held 8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2021	7	7	100
2	30/07/2021	6	6	100
3	08/09/2021	6	4	66.67
4	04/10/2021	4	3	75
5	13/11/2021	6	6	100
6	29/11/2021	8	7	87.5
7	05/02/2022	8	5	62.5
8	14/02/2022	8	5	62.5

C. COMMITTEE MEETINGS

Number of meetings held 11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	audit committe	29/06/2021	4	3	75
2	audit committe	08/09/2021	3	3	100
3	audit committe	13/11/2021	3	3	100
4	audit committe	05/02/2022	3	2	66.67
5	audit committe	14/02/2022	4	3	75
6	Nomination an	29/06/2021	3	2	66.67
7	Nomination an	30/07/2021	3	3	100
8	Nomination an	04/10/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination an	05/02/2022	3	2	66.67
10	Stakeholder R	29/06/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 9/30/22 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	KATRAGADD	8	7	87.5	8	8	100	Yes
2	RAMAKRISHN	8	8	100	8	7	87.5	Yes
3	Anil	3	2	66.67	0	0	0	Yes
4	SANTOSH KU	5	4	80	1	1	100	Yes
5	Naveen Erva	3	3	100	1	1	100	Yes
6	SUBHASHINI	4	3	75	1	1	100	Yes
7	SRINIVASAN	4	2	50	0	0	0	Yes
8	Sankaranaray	5	2	40	4	2	50	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Lakkimsetti Naga R	Managing Direct	141436	0	0	0	0
2	Rajesh Guptha Koth	Whole time Dire	91245	0	0	0	0
3	Santosh Kumar Var	Whole time Dire	569469	0	0	0	0
	Total		802150	0	0	0	802150

Number of CEO, CFO and Company secretary whose remuneration details to be entered 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Varsha Gupta	Company Secre	317227	0	0	0	0
2	A S Nageswara Rac	Company Secre	550473	0	0	0	0
3	Kavitha Somavarap	Company Secre	179721	0	0	0	0
	Total		1047421	0	0	0	1047421

Number of other directors whose remuneration details to be entered 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil 3

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
Bodhtree Consultir	SEBI	15/03/2022	Section 15HB of the	800000	In the process of filing the app
Lakkimsettin Naga	SEBI	15/03/2022	under Section 15HB	3500000	Filed appeal with SAT
Rajesh Katragadda	SEBI	15/03/2022	under Section 15HB	225000	Filed appeal with SAT

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

◉ Yes ◯ No

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

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

Name: p Surya Prakash

Whether associate or fellow: ◯ Associate ◉ Fellow

Certificate of practice number: 11142

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

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 11 dated 29/08/2022 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

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

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

To be digitally signed by

Director: VANGAPALLY SANTOSH KUMAR — Digitally signed by VANGAPALLY SANTOSH KUMAR Date: 2022.11.30 12:07:15 +05'30'

DIN of the director: 09331903

To be digitally signed by: SURYA PRAKASH PERUMALLA — Digitally signed by SURYA PRAKASH PERUMALLA Date: 2022.11.30 12:30:08 +05'30'

◯ Company Secretary

◉ Company secretary in practice

Membership number: 9072 Certificate of practice number: 11142

Attachments

List of attachments

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

Bodhtree_MGT-8_final_SIGNED.pdf
list of shareholders.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

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

DS MINISTRY OF CORPORATE AFFAIRS 1