

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of the Company will be held on Monday the 5th day of November, 2012 at 10.00 am at the Corporate office of the company at 10th Floor, Ascendas-Vega Block, Madhapur, Hyderabad-500081 to transact the following items of Business:

SPECIAL BUSINESS:

1. To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and the Articles of Association of the Company, and subject to the regulations/rules/ guidelines issued by the SEBI, Madras Stock Exchange, such other approvals, permissions, sanctions and consents as may be necessary and required under applicable laws, rules, regulations and contracts, and on such terms, conditions, alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents, (which may be accepted by the Board of Directors of the company), as the case may be, Consent of the Company, be and is hereby accorded to the Board of Directors (which term shall include any duly constituted and authorized committee thereof) for offering, issuing and allotting on preferential basis, to the Person(s) whose identity are furnished in the explanatory statement of this, up to **21,04,000 (Twenty One Lakhs Four Thousand)** Equity Shares of Rs.10(Ten) each **at a premium of Rs.15/- (Fifteen)** considering the date thirty days prior to the date of this meeting as the Relevant Date as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 for Preferential Issues on such further terms and conditions, including payment on allotment of Equity Shares being not less than the minimum specified as per SEBI's Regulations for Preferential Issues (Chapter VII of the SEBI (ICDR) Regulations 2009), as may be approved or finalized by the Board of Directors."

"FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Section 81 (1A) of the Companies Act, 1956, the Board of Directors (which term shall include any duly constituted and authorised committee thereof) of the Company be and is hereby authorised to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said Securities, and also to seek the listing of such securities in one or more stock exchanges in India."



"FURTHER RESOLVED THAT the Equity Shares to be issued and allotted shall rank paripassu with the existing Equity Shares of the Company in all respects."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to accept any modification in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchanges/ SEBI/ Financial Institutions/ Investors or such other appropriate authority may impose at the time of their approval as agreed by the Board."

**By Order Of The Board
For BODHTREE CONSULTING LIMITED**

Date :10th October, 2012
Place: HYDERABAD

**PAL NATARAJAN
MANAGING DIRECTOR**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself on a poll and such proxy need not be a member of the company.
2. The instrument appointing a proxy must be deposited with the company not less than 48 hours before the time for holding the meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT,1956.

The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues are as under:

a) Object of the issue:

To mobilize funds for paying-off outstanding statutory liabilities and to meeting working capital requirements.

b) Intention of Promoters / Directors / Management personnel to subscribe to the offer:

Main Promoters and Promoter Directors are not subscribing to the issue.

c) Shareholding before and after the issue of shares involved the following :

Category Code	Category of Shareholder	Pre-issue		Post-Issue	
		Pre-issue Shares held	Stake %	Post-Issue Shares held	Stake %
(A)	Shareholding of Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals/ Hindu Undivided Family	2194600	14.21	2194600	12.51
(b)	Central Government / State Government (s)	0	0.00	0	0.00
(c)	Bodies Corporate	167000	1.08	167000	0.95
(d)	Financial Institutions / Banks	0	0.00	0	0.00
(e)	Any Other (specify)	0	0.00	0	0.00
	Sub-Total (A)(1)	2361600	15.29	2361600	13.46
(2)	Foreign				
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	9000000	58.28	9000000	51.29
(c)	Institutions	0	0.00	0	0.00
(c)	Any Other (specify)	0	0.00	0	0.00
	Sub-Total (A)(2)	9000000	58.28	9000000	51.29
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	11361600	73.57	11361600	64.75
(B)	Public Shareholding³				
(1)	Institutions				
(a)	Mutual Funds / UTI	0	0.00	0	0.00
(b)	Financial Institutions / Banks	100000	0.65	100000	0.57
(c)	Central Government / State Government (s)	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0.00	0	0.00
(h)	Any Other (specify)	0	0.00	0	0.00
	Sub-Total (B)(1)	100000	0.65	100000	0.57
(2)	Non-institutions				
(a)	Bodies Corporate	326059	2.11	1009859	5.76
(b)	Individuals - (i) Individual shareholders holding nominal sharecapital up to Rs.1 lakh.	762105	4.94	762105	4.35
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	2238567	14.50	2291167	13.06
(c)	Any Other (specify)				
	BCL EMPLOYEE BENEFIT TRUST	651333	4.22	651333	3.71
	HUF's	2503	0.02	2503	0.01
	Non-Resident Indians	0	0.00	1367600	7.79
	Sub-Total (B)(2)	3980567	25.78	6084567	34.68
	Total Public Shareholding (B)=(B)(1)+(B)(2)	4080567	26.42	6184567	35.25
	TOTAL (A)+(B)	15442167	100.00	17546167	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
(1)	Promoter and Promoter Group	0	0	0	0.00
(2)	Public	0	0	0	0.00
	GRAND TOTAL (A)+(B)+(C)	15442167	100.00	17546167	100.00

- d)** The Company will complete the allotment of shares within a period of 15 days from the date of passing of the resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority like Stock Exchange(s) or Central Government, the allotment of shares will be completed within 15 days from the date of such approvals.
- e)** Identity of allottees with percentage of expanded capital to be held by them. The proposed allottees (and / or their nominees, associates or affiliates) are:

Sr. no.	Name of the Proposed Allottees	Present Holding	% of Present Holding	No. of Shares to be allotted on exercise of option	% of Post Issue
1	Ramanujam Kuppuswamy	Nil	Nil	210400	1.20
2	Vignesh Kuppuswamy	Nil	Nil	526000	3.00
3	Kalpana Komati	Nil	Nil	315600	1.80
4	Jayachakra Ventures Private Limited	Nil	Nil	210400	1.20
5	Padma Patibandla	Nil	Nil	210400	1.20
6	RRAS Ventures Private Limited	Nil	Nil	473400	2.70
7	Sreekanth Kollu	Nil	Nil	52600	0.30
8	Antony Joseph	Nil	Nil	52600	0.30
9	Sreedhar Seela	1480	0.01	52600	0.31
	TOTAL			2104000	

f) Lock In Requirements:

The shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI Regulations in this regard.

g) Auditors' Certificate

M/s. Gokhale & Co., Chartered Accountants, the Statutory Auditors of the Company has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

h) Relevant Date:

The date 30 (thirty) days prior to the date of this meeting as the Relevant Date as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009

i) Undertaking to re-compute the price: N.A.

j) Undertaking to put under lock-in till the re-computed price is paid: N.A.



There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding change in the shareholding pattern as well as voting rights consequent to the issue of above-said Equity Shares preferential allotment basis.

Section 81 of the Companies Act, 1956 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in Section 81 unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Section 81 and all other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the SEBI (ICDR) Regulations 2009 and the listing agreements executed by the Company with the Stock Exchanges where the Company's shares are listed.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

None of the directors is interested in the above resolution.

**By Order Of The Board
For BODHTREE CONSULTING LIMITED**

Date: 10th October, 2012
Place: HYDERABAD

**PAL NATARAJAN
MANAGING DIRECTOR**