



**CONSOLIDATED SCRUTINIZER'S REPORT**

***[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]***

To,

The Chairman  
Bodhtree Consulting Limited  
Block "A", Wing "2", Level -6,  
Cyber Gateway, Hitech City,  
Madhapur, Hyderabad  
Telangana-500 081.


**Dear Sir,**

**Subject:** Consolidated Report on e-voting as well as physical voting(poll) for items proposed at 35<sup>th</sup> Annual General Meeting of Bodhtree Consulting Limited held on Saturday the 22<sup>nd</sup> day of July, 2017 at 09.30 a.m. at Crystal-I, Radisson, Hitec City, Gachibowli, Hyderabad, 500 032, Telangana.

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With reference to the above subject, I, N. Vanitha, Practising Company Secretary, state that I was appointed as a Scrutinizer by the Board of Directors of the Company for scrutinizing the e-voting process opened during the period from 19.07.2017 to 21.07.2017 and physical voting conducted through poll at the AGM at Crystal-I, Radisson, Hitec City, Gachibowli, Hyderabad, 500 032, Telangana, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 22<sup>nd</sup> day of June, 2017, I report as under:

1. The Company availed the services of M/s. Central Depository Services (India) Limited (hereinafter referred to as the "**Service Provider**") to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders during the period from 19<sup>th</sup> July, 2017 at 09.00 A.M. to 21<sup>st</sup> July, 2017 at 05.00 P.M. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 13<sup>th</sup> July, 2017 (i.e. cut-off date) were allowed to participate and vote electronically on all the items of business proposed at the AGM during the aforesaid period of e-voting. On 22<sup>nd</sup> day of July, 2017, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.

*N. Vanitha*  


2. At the 35<sup>th</sup> AGM of the Company held on Saturday the 22<sup>nd</sup> day of July, 2017 at 09.30 a.m. at Crystal-I, Radisson, Hitec City, Gachibowli, Hyderabad, 500 032, Telangana, the Company provided the Poll facility at the venue to the shareholders who attended the meeting and did not participate in the E-voting facility to cast their votes through poll at the AGM.
3. Subsequent to the completion of voting process at the 35<sup>th</sup> AGM, the votes cast by the shareholders at the 35<sup>th</sup> AGM were diligently scrutinized by me. The votes cast at the 35<sup>th</sup> AGM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. As per the voting, I report that all the resolutions proposed at the AGM were duly passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during 19<sup>th</sup> July, 2017 at 09.00 A.M. to 21<sup>st</sup> July, 2017 at 05.00 P.M. and details of the physical ballot voting at the 35<sup>th</sup> AGM on each of the resolutions as Annexure I.
5. The poll papers and relevant records relating to electronic voting and Poll at 35<sup>th</sup> AGM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Thanking You,

Place: Hyderabad  
Date: 22.07.2017

For **P.S. Rao & Associates**  
Company Secretaries

  
**N. Vanitha**  
Scrutinizer for the Company  
C.P.No. 10573





# ANNEXURE I

**Item No.1:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2017, together with the Reports of Board of Directors and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2017, together with the Report of Auditors thereon.

## Details of Voting -

Particulars	No. of Polling Papers received from Shareholders	No. of Equity Shares of Rs.10/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.10/- each (Votes)
Assented to the Resolution	45	10932421	17	1315405
Dissented to the Resolution	NIL	NIL	NIL	NIL
<b>Total votes cast</b>	<b>45</b>	<b>10932421</b>	<b>17</b>	<b>1315405</b>
Less: Total number of invalid Polling Papers Voted	NIL	NIL	NIL	NIL
Total Number of Valid Votes by Poll	45	10932421	17	1315405

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10361600	0	0	0	0	0	0
	Poll	10361600	10301500	99.42	10301500	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10361600	10301500	99.42	10301500	0	100	0
Public - Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll	100000	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	100000	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9496636	1315405	13.85	1315405	0	100	0
	Poll	9496636	630921	6.64	630921	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	9496636	1946326	20.49	1946326	0	100	0
Total		19958236	12247826	61.37	12247826	0	100	0

*N. D. Singh*

**S. RAO & ASSOCIATES**  
Hyderabad  
Company Secretary

**Item No.2: To declare a Final Dividend on Equity Shares for the Financial Year 2016-17.**

## Details of Voting -

Particulars	No. of Polling Papers received from Shareholders	No. of Equity Shares of Rs.10/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.10/- each (Votes)
Assented to the Resolution	45	10932421	17	1315405
Dissented to the Resolution	NIL	NIL	NIL	NIL
<b>Total votes cast</b>	<b>45</b>	<b>10932421</b>	<b>17</b>	<b>1315405</b>
Less: Total number of invalid Polling Papers Voted	NIL	NIL	NIL	NIL
Total Number of Valid Votes by Poll	45	10932421	17	1315405

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10361600	0	0	0	0	0	0
	Poll	10361600	10301500	99.42	10301500	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10361600	10301500	99.42	10301500	0	100	0
Public - Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll	100000	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	100000	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9496636	1315405	13.85	1315405	0	100	0
	Poll	9496636	630921	6.64	630921	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	9496636	1946326	20.49	1946326	0	100	0
Total		19958236	12247826	61.37	12247826	0	100	0

*N.L. Cauley*

**P.S. RAO & ASSOCIATES**  
Hyderabad  
Company Secretary



**Item No.3: To appoint a Director in place of Mr. Sanjiv Gupta (DIN: 00233040) who retires by rotation and being eligible, offers himself for re-appointment.**

Details of Voting -

Particulars	No. of Polling Papers received from Shareholders	No. of Equity Shares of Rs.10/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.10/- each (Votes)
Assented to the Resolution	45	10932421	17	1315405
Dissented to the Resolution	NIL	NIL	NIL	NIL
<b>Total votes cast</b>	<b>45</b>	<b>10932421</b>	<b>17</b>	<b>1315405</b>
Less: Total number of invalid Polling Papers Voted	NIL	NIL	NIL	NIL
Total Number of Valid Votes by Poll	45	10932421	17	1315405

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10361600	0	0	0	0	0	0
	Poll	10361600	10301500	99.42	10301500	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10361600	10301500	99.42	10301500	0	100	0
Public - Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll	100000	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	100000	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9496636	1315405	13.85	1315405	0	100	0
	Poll	9496636	630921	6.64	630921		100	
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	9496636	1946326	20.49	1946326	0	100	0
Total		19958236	12247826	61.37	12247826	0	100	0

*N. S. RAO*  


**Item No.4: Ratification of Appointment of Auditors**

## Details of Voting -


Particulars	No. of Polling Papers received from Shareholders	No. of Equity Shares of Rs.10/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.10/- each (Votes)
Assented to the Resolution	45	10932421	17	1315405
Dissented to the Resolution	NIL	NIL	NIL	NIL
<b>Total votes cast</b>	<b>45</b>	<b>10932421</b>	<b>17</b>	<b>1315405</b>
Less: Total number of invalid Polling Papers Voted	NIL	NIL	NIL	NIL
Total Number of Valid Votes by Poll	45	10932421	17	1315405

Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10361600	0	0	0	0	0	0
	Poll	10361600	10301500	99.42	10301500	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10361600	10301500	99.42	10301500	0	100	0
Public - Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll	100000	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	100000	0	0	0	0	0	0
Public – Non Institutions	E-Voting	9496636	1315405	13.85	1315405	0	100	0
	Poll	9496636	630921	6.64	630921		100	
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	9496636	1946326	20.49	1946326	0	100	0
Total		19958236	12247826	61.37	12247826	0	100	0

Thanking You,

Place: Hyderabad

Date: 22.07.2017

For **P.S. Rao & Associates**  
Company Secretaries

  
**N. Vanitha**  
 Scrutinizer for the Company  
 C.P.No. 10573

