



Form MGT-13

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,

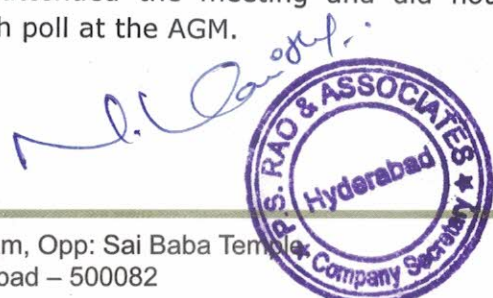
The Chairman
Bodhtree Consulting Limited
Block "A", Wing "2", Level - 6, Cyber Gateway,
HITEC City, Madhapur,
Hyderabad - 500 081.

Dear Sir,

Subject: Consolidated Report on e-voting as well as physical voting for items proposed at 36th Annual General Meeting of Bodhtree Consulting Limited held on Thursday the 20th day of September, 2018 at Crystal-I, Radisson, HITEC city, Gachibowli, Hyderabad-500032.

With reference to the above subject, I, Nagulavari Vanitha, Practicing 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 17.09.2018 to 19.09.2018 and physical voting conducted through poll at the AGM at Crystal-I, Radisson, HITEC city, Gachibowli, Hyderabad-500032, 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 20th day of August, 2018. I report as under:

1. The Company availed the e-voting 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 17th September, 2018 at 09.00 A.M. to 19th September, 2018 at 05.00 P.M. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 11th September, 2018 (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 20th Day of September, 2018, 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.
2. At the 36th AGM of the Company held on Thursday, the 20th day of September, 2018, at 9:30 A.M. at Crystal-I, Radisson, HITEC city, Gachibowli, Hyderabad-500032, 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 36th AGM, the votes cast by the shareholders at the 36th AGM were diligently scrutinized by me. The votes cast at the 36th 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 7(seven) resolutions proposed at the AGM were duly passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during 17th September, 2018 at 09.00 A.M. to 19th September, 2018 at 05.00 P.M. and details of the physical voting at the 36th AGM on each of the resolutions as **Annexure I**.
5. The poll papers and relevant records relating to electronic voting and Poll at 36th AGM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Place: Hyderabad
Date: 20.9.2018

FOR P.S. RAO & ASSOCIATES
COMPANY SECRETARIES



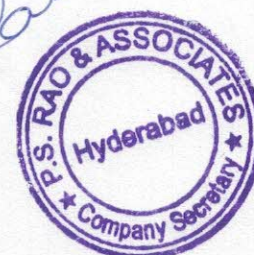
N. Vanitha
N.Vanitha
Company Secretary
M.No:26859
C.P.No: 10573

Annexure-I

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the year ended 31 March 2018 including Audited Balance Sheet as at 31 March 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors' and Auditors' thereon							
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	9361384	0	0	0	0	0	0
	Poll		9301284	99.36	9301284	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9301284	99.36	9301284	0	100.00	0
Public- Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	10496852	472792	4.5041	472792	0	100.00	0
	Poll		1484778	14.1450	1484778	0	100.00	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0
	Total		1957570	18.64911499	1957570	0	100.00	0
Total		19958236	11258854	56.4121	11258854	0	100.00	0.0000

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and approve final dividend @ Re. 0.75(7.5%) per equity share of the company.							
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	9361384	0	0	0	0	0	0
	Poll		9301284	99.36	9301284	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9301284	99.36	9301284	0	100.00	0
Public- Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	10496852	472792	4.5041	472792	0	100.0000	0
	Poll		1484773	14.1449	1484773	0	100.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total		1957565	18.64911499	1957565	0	100.00	0
Total		19958236	11258849	56.4120	11258849	0	100.0000	0.0000

N. S. RAO



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Mrs.Lakshminetti Muneashwari (DIN: 07219454) who retires by rotation and being eligible, offers herself for re-appointment.							
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	9361384	0	0	0	0	0	0
	Poll		9301284	99.3580	9301284	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9361384	99.3580	9301284	0	100.00	0
Public- Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		100000	0	0	0	0	0
Public- Non Institutions	E-Voting	10496852	472792	4.5041	472792	0	100.0000	0
	Poll		1484778	14.1450	1484778	0	100.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total		10496852	1957570	1957570	0	100.0000	0
Total		19958236	11258854	56.4121	11258854	0	100.0000	0.0000

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of M/s. N K R & Co., Chartered Accountants as statutory auditors of the Company.							
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	9361384	0	0	0	0	0	0
	Poll		9301284	99.36	9301284	0	100.00000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9361384	99.36	9301284	0	100.00000	0
Public- Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		100000	0	0	0	0	0
Public- Non Institutions	E-Voting	10496852	472792	4.5041	472792	0	100.0000	0
	Poll		1484773	14.1449	1484768	5	99.9997	0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total		10496852	1957565	1957560	5	99.99974	0.000255419
Total		19958236	11258849	56.4120	11258844	5	99.99996	0.00004

Resolution No.	5							
Resolution required: (Ordinary/ Special)	Special - Issue and allotment of 1500000 warrants on preferential basis.							
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	9361384	0	0	0	0	0	0
	Poll		9301284	99.36	9301284	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9361384	99.36	9301284	0	100.00	0
Public- Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		100000	0	0	0	0	0
Public- Non Institutions	E-Voting	10496852	472792	4.5041	472792	0	100.0000	0
	Poll		1484773	14.1449	1484768	5	99.9997	0.0003
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total		10496852	1957565	1957560	5	99.99974458	0.000255419
Total		19958236	11258849	56.4120	11258844	5	99.99996	0.00004

N. V. RAO & ASSOCIATES

N. V. RAO & ASSOCIATES
Hyderabad
Company Secretary

Resolution No.	6							
Resolution required: (Ordinary/ Special)	Ordinary - Approval of Related Party Transactions.							
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	9361384	0	0	0	0	0	0
	Poll		9301284	99.36	9301284	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9361384	99.36	9301284	0	100.00	0
Public- Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		100000	0	0	0	0	0
Public- Non Institutions	E-Voting	10496852	472792	4.5041	472792	0	100.0000	0
	Poll		1484773	14.1449	1484773	0	100.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total		10496852	18.64906736	1957565	0	100	0
Total		19958236	11258849	56.4120	11258849	0	100.0000	0.0000

Resolution No.	7							
Resolution required: (Ordinary/ Special)	Ordinary - Approval of Investment Limits under section 186 of the Companies Act, 2013							
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	9361384	0	0	0	0	0	0
	Poll		9301284	99.36	9301284	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9361384	99.36	9301284	0	100.00	0
Public- Institutions	E-Voting	100000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		100000	0	0	0	0	0
Public- Non Institutions	E-Voting	10496852	472792	4.5041	472792	0	100.0000	0
	Poll		1484773	14.1449	1484773	0	100.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0
	Total		10496852	18.64906736	1957565	0	100	0
Total		19958236	11258849	56.4120	11258849	0	100.0000	0.0000

Palce : Hyderabad
Date : 20.09.2018

For P.S.Rao & Associates
Company Secretaries

N.Vanitha
M.No.: 26859
C.P.No: 10573

