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Combined Scrutinizer Report for E-Voting & Poll for Bodhtree Consulting Limited

To
The Chairman,

Bodhtree Consulting Limited

Block "A", Wing "2", Level-6,

Cyber Gateway, Hitech City, Madhapur,

Hyderabad- 500 081.

Sub: Passing of resolution through electronic and Poll conducted at the 33rdAGM of Bodhtree Consulting Limited held on 30thday of September, 2015.

Dear Sir,

The Board at its meeting held on 14th August, 2015has given authorization to Mr. Ramakrishna L.N., Managing Director and Mr.K.Rajesh, Director of the Company to appoint Scrutinizer for conducting Remote E-voting. Accordingly Mr. Ramakrishna L.N., Managing Director of the Company has appointed me as Scrutinizer. The Remote E-voting was held between 27th September, 2015 (9:00 A.M.) and ended on 29thSeptember, 2015 (5:00 P.M.) and the Chairman of the 33rdAnnual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 33rdAnnual General Meeting of the Company on Wednesday, the 30thday of September, 2015.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 27th September, 2015 (9:00 A.M.) and ended on 29thSeptember, 2015 (5:00 P.M.). Venture Capital and Corporate Investments Pvt. Limited (VCCIPL) is the Registrar and share Transfer Agent (RTA) of the Company. The e-voting results were unblocked by me on October1st, 2015 in the presence of two witnesses.

At the 33rdAGM of the Company held on Wednesday, the 30thday of September, 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same.

The result of the E-Voting together with that of the Poll is as under:

Resolution No.	No. of members who cast their votes through e-voting and poll	Total Number of shares held by them	Total No of valid votes (as per the details provided under each one of the Resolution(s) mentioned hereunder
1	27	11190955	11190955
2	27	11190955	11190955

3	27	11190955	11190950
4	27	11190955	11190950
5	27	11190955	11190950
6	27	11190955	11190955
7	27	11190955	11190950
8	27	11190955	11190955
9	27	11190955	11190950
10	27	11190955	11190955
11	27	11190955	11190950
12	27	11190955	11190950

All the Resolutions stand passed under e-voting and poll with the requisite majority.

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I hereby confirm that, I am maintaining the Registers received from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You Yours faithfully,

For P.S.Rao&Assocaites.,

N.Vanitha

Practicing Company Secretary

Membership No. 10573

Place: Hyderabad

Date: 1st October, 2015

S.No	Resolution Description	Mode	Ballo	Total Votes		Favour			Agair	ıst	Invalid/Abstain		
			Rece ived	votes	Ball	Votes	% of total valid votes	Ba Ilo ts	Vo tes	% of total valid votes	Ba Ilo ts	Vo tes	% of total valid votes
1	Ordinary Resolution:To receive, consider and adopt the financial statements of	Electronic	8	135216	0	135216	100	0	0	0	0	.)	0
	the Company for the year ended March 31, 2015 and	Poll	19	11055739	19	11055739	100	0	0	0	0)	0
Sico	the reports of the Board of Directors ('the Board') and Auditors thereon.	Total	27	11190955	19	11190955	100	0	0	0	0	0	0
	Ordinary Resolution:												
2	To appoint a Director in place of Mr. Sanjiv Gupta (DIN:00233040) who retires by rotation and being	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
:0	eligible, offers himself for	Poll	19	11055739	19	11055739	100	0	0	0	0	0	0
	re-appointment.	Total	27	11190955	19	11190955	100	0	0	0	0	0	0
	Ordinary Resolution: To ratify the appointment of M/s. Nisar& Kumar, Chartered Accountant s as	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
3		Poll	19	11055739	18	11055734	100	0	0	0	1	5	0
72	Statutory Auditors and to fix their remuneration.	Total	27	11190955	18	11190950	100	0	0	0	1	5	0
	Ordinary Resolution: Regularization of appointment ofMr.	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
4	Ramakrishna Lakkimsetti	Poll	19	11055739	18	11055734	100	0	.0	0	1	5	0
ř:	Naga (DIN:03623543) who was appointed as an additional director on 24 th January, 2015.	Total	27	11190955	18	11190950	100	0	0	0	1	5	0
	Ordinary Resolution: Appointment of	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
5	Mr. Ramakrishna Lakkimsetti Naga	Poll	19	11055739	18	11055734	100	0	0	.0	I	5	0
E	(DIN:03623543) as the Managing Director of the Company.	Total	27	11190955	18	11190950	100	0	0	0	1	5	0
6	Ordinary Pasalution Pagularizatio	Electronic	8	135216	0	135216	8	0	0	0	0	0	0
	Resolution:Regularizatio n of appointment ofMr.	Poll	19	11055739	19	11055739	19	0	0	0	OC,	0	0

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	MuthukrishnanSwaminatha n (DIN:00339373) who was appointed as an additional director on 30 th May, 2015.	Total	27	11190955	19	11190955	27	0	0	0	0	0	0
	Ordinary Resolution: Appointment	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
7	of Mr. MuthukrishnanSwaminatha n (DIN:00339373) as an Independent Director of the	Poll	19	11055739	18	11055734	100	0	0	0	1	5	0
	Company for a period of five years.	Total	27	11190955	18	11190950	100	0	0	0	1	5	0
	Ordinary	Electronic	8	135216	0	135216	8	0	0	0	0	0	0 ,
8	Resolution: Increase of Authorised Share Capital of	Poll	19	11055739	19	11055739	19	0	0	0	0	0	0
	the Company from Rs.19 Crores to Rs.37 Crores	Total	27	11190955	19	11190955	27	0	0	0	0	0	0
	Special Resolution:Issue of 0.001% Compulsorily Convertible	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
	PreferenceShares (CCPS) of face value of Rs, 10/- (Rupees Ten Only) each at such premium aggregating toRs.18.00 crores (Rupees Eighteen Crores Only) on preferential basis convertible into equity shares.	Poll	19	11055739	18	11055734	100	0	0	0	ī	5	0
		Total	27	11190955	18	11190950	100	0	0	0	1	5	0
	Ordinary	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
10	Resolution: Adoption of new Articles of Association of the Company containing	Poll	19	11055739	19	11055739	100	0	0	0	0	0	0
	regulations in conformity with the Companies Act, 2013	Total	27	11190955	19	11190955	100	0	0	0	0	0	0
_	Special Resolution: Approval of Related Party Transactions	Electronic	8	135216	0	135216	100	0	0	0	0	0	0
11	with M/s. BodhtreeSolutions Inc., holding company of the	Poll	19	11055739	18	11055734	100	0	0	0	ī	5	0
	Company, during every financial year commencing after 31st March, 2015 up to Rs. 100 Crores per financial year, for a period of 3 years.	Total	27	11190955	18	11190950	100	0	0	0	1	5	0
12	Ordinary Resolution:	Electronic	8	135216	0	135216	100	0	0	0	0	.0	0

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Regularization of appointment	Poll	19	11055739	18	11055734	100	0	0	0	1	5	0
ofMr.KrishnanJayaraman (DIN: 07277651), who was appointed as an additional director on 17 th September, 2015.	Total	27	11190955	18	11190950	100	0	0	0	1	5	0

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REGISTERED & CORPORATE OFFICE :

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Madhapur, Hyderabad - 500081, Telangana, INDIA
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FAX: +91 40 6622 2444 CIN: L74140TG1982PLC040516

RESULTS OF E-VOTING AS PER CLAUSE 35A OF THE LISTING AGREEMENT

S.No.	Particulars	Details
1	Date of AGM/EGM	30-09-2015
2	Total Number of shareholders on record date	784
3	No. of Shareholders present in the meeting either in person or through proxy:	25
	Promoters and Promoter Group	2
1	Public	23
1	Promoters and Promoter Group (Voted through e-voting)	Nil
	Public (Voted through e-voting)	8
4	No. of Shareholders attended the meeting through Video Conferencing:	N.A
	Promoters and Promoter Group	
	Public	

Agenda-wise Details:

Item No.1:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	0
Consent to consider and adopt the Accounts of the Company for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.	Ordinary	Physical	Resolution was passed unanimously

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour		% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= $[(5)/(2)]*100$
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324855	21.42	1324855	NIL	100	NIL
Total	17546167	11190955	63.78	11190955	NIL	100	NIL



Item No.2:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	
Consent to appoint a Director in place of Mr. Sanjiv Gupta (DIN: 00233040) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Physical	Resolution was passed unanimously

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour		% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= $[(5)/(2)]*100$
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324855	21.42	1324855	NIL	100	NIL
Total	17546167	11190955	63.78	11190955	NIL	100	NIL

Item No.3:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	
Ratification of appointment of M/s. Nisar & Kumar, Chartered Accountants as Statutory Auditors and to fix their remuneration.	Ordinary	E-voting & Physical Ballot	Resolution was passed with requisite majority.

Promoter/Public	No. of shares held	votes polled	% of Votes Polled on outstanding shares	333500000000000000000000000000000000000	200000000000000000000000000000000000000	in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=	(7)= [(5)/(2)]*100
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public -	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Total	17546167	11190950	63.78	11190950	NIL	100	NIL
Public-Others	6184567	1324850	21.42	1324850	NIL	100	NIL
Institutional holders							

Item No.4:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)		
Regularization of appointment of Mr. Ramakrishna Lakkimsetti Naga (DIN: 03623543).	Ordinary	E-voting & Physical Ballot	Resolution was passed with requisite majority.	

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	College and	% of Votes in favour on votes polled (6)=	% of Votes against on votes polled (7)=
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	1000	[(5)/(2)]*100
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324850	21.42	1324850	NIL	100	NIL
Total	17546167	11190950	63.78	11190950	NIL	100	NIL

Item No.5:-

Detail of the Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	
Appointment of Mr. Ramakrishna Lakkimsetti Naga (DIN: 03623543) as the Managing Director of the Company.	Ordinary	E-voting & Physical Ballot	Resolution was passed unanimously

No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	CO-010 C - 100	Votes	% of Votes in favour on votes polled	against on
(1)	(2)	(3)=[(2)/(1)]*100	(4)		(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

Total	17546167	11190950	63.78	11190950	NIL	100	NIL
Public-Others	6184567	1324850	21.42	1324850	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Promoter and Promoter Group	11361600	9866100	86.83	0.2019.0000	NIL	100	NIL

Item No.6:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)		
Regularization of appointment of Mr. Muthukrishnan Swaminathan (DIN: 00339373).	Ordinary	E-voting & Physical Ballot	Resolution was passed with requisite majority.	

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour		% of Votes in favour on votes polled (6)=	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		[(5)/(2)]*100
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324855	21.42	1324855	NIL	100	NIL
Total	17546167	11190955	63.78	11190955	NIL	100	NIL

Item No.7:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	6.0	
Appointment of Mr. Muthukrishnan Swaminathan (DIN: 00339373) as an Independent Director of the Company for a period of five years.	Ordinary	Physical Ballot	Resolution was passed with requisite majority	

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour		in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= $[(5)/(2)]*100$
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324850	21.42	1324850	NIL	100	NIL
Total	17546167	11190950	63.78	11190950	NIL	100	NIL

Item No.8:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/ Postal ballot/E-voting)	The state of the s	
Increase of Authorised Share Capital of the Company.	Ordinary	E-voting & Physical Ballot	Resolution was passed with requisite majority.	

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour		and the second s	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324855	21.42	1324855	NIL	100	NIL
Total	17546167	11190955	63.78	11190955	NIL	100	NIL

Item No.9:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)		
Consent to issue Compulsorily Convertible Preference Shares (CCPS) on preferential basis	Special	E-voting & Physical Ballot	Resolution was passed with requisite majority.	

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	CONTRACTOR OF THE PARTY OF THE	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324850	21.42	1324850	NIL	100	NIL
Total	17546167	11190950	63.78	11190950	NIL	100	NIL

Item No.10:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	
Adoption of new Articles of Association of the Company.	Special	Physical Ballot	Resolution was passed with requisite majority.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	Votes - against	in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		[(5)/(2)]*100
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional	NIL	NIL	NIL	NIL	NIL	NIL	NIL

holders							
Public-Others	6184567	1324855	21.42	1324855	NIL	100	NIL
Total	17546167	11190955	63.78	11190955	NIL	100	NIL

Item No.11:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	
Approval of Related Party Transactions.	Special	E-voting & Physical Ballot	Resolution was passed with requisite majority.

In case of Poll/Postal ballot/E-voting:

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour			% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= $[(5)/(2)]*100$
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324850	21.42	1324850	NIL	100	NIL
Total	17546167	11190950	63.78	11190950	NIL	100	NIL

Item No.12:-

Detail of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal ballot/E-voting)	The second secon	
Regularization of appointment of Mr. Krishnan Jayaraman (DIN: 07277651).	Ordinary	E-voting & Physical Ballot	Resolution was passed with requisite majority.	

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	Votes - in favour	Votes	% of Votes in favour on votes polled	against on
						(6)=	(7)=

	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and Promoter Group	11361600	9866100	86.83	9866100	NIL	100	NIL
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	6184567	1324850	21.42	1324850	NIL	100	NIL
Total	17546167	11190950	63.78	11190950	NIL	100	NIL

Date: 01-10-2015

Place: Hyderabad

For BODHTREE CONSULTING LIMITED

G.PUSHKARINI W.COMPLIANCE OFFICER