

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS OF BODHTREE CONSULTING LIMITED

This Familiarization Program ("the Program") for Independent Directors of Bodhtree Consulting Limited ("the Company") has been formulated pursuant to Clause 49 of the Listing Agreement.

1. Purpose

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

2. Familiarization Process

- 2.1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- 2.2. such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, risk management and such other areas as may arise from time to time;
- 2.3. the programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities through SMP/external experts;
- 2.4. the Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and
- 2.5. the Company may conduct an introductory familiarization program / presentation, when a new Independent Director joins on the Board of the Company.

3. Disclosure of the Policy

- 3.1. This Policy shall be uploaded on the Company's website and a web link for the same shall also be provided in the Annual Report of the Company.
4. Review of the Program
 - 4.1. The Board will review this Program and make revisions as may be required.

Familiarization Programme held on Saturday, the 14th February, 2015 for the Independent Directors.

1. Consideration of roles, rights and responsibilities of the Directors in the Company:

The text of the relevant material from the Companies Act, 2013 and the SEBI (Prohibition of Insider Trading) Regulations, 2015 in detail including the new obligations of the Directors, Officers and Employees was circulated to all the Independent Directors. A detailed presentation on the above subject was given to the Independent Directors and also their queries were clarified.

2. Present business model of the Company:

One of the Senior Vice Presidents of the Company made a presentation on the business model pursued by the Company at present. He also clarified to the queries raised by the Independent Directors.

The programme concluded with a vote of thanks to presenters and the Independent Directors.

The programme was held for 2 hours with the presence of all the directors.

Familiarization Programme on 12th February, 2016

The second Familiarization Programme was conducted on Friday 12th February, 2016 at 1.30 pm pursuant to schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

All the Independent directors namely, Mr. Muthukrishnan Swaminathan, Mr. Rajesh Katragadda and Mr. N Sriram participated in the Familiarization Programme.

The Company has arranged a technical session to familiarize the Independent Directors about their roles, responsibilities and duties and to also familiarize them about the Board effectiveness & related processes for Board Evaluation, overview of the SEBI (PIT) Regulations, 2015 and roadmap and carve-outs of the Indian Accounting Standards (Ind-AS).

There was detailed discussion on overview of IND-AS and SEBI (Prohibition of Insider Trading) Regulations, 2015 including the new obligations of the Directors, Officers and Employees.

The details of the no. of programmes, no. of hours spent by the independent directors and other relevant details are as follows:-

Sr No	Name of Director	No. of programmes attended		No. of Hours spent	
		During the year	On a cumulative basis till date	During the year	On a cumulative basis till date
1	Mr. Rajesh Katragadda	1	2	2 hrs	4 hrs
2	Mr. N Sriram	1	2	2 hrs	4 hrs
3	Mr. Muthukrishnan Swaminathan	1	2	2 hrs	4 hrs

Familiarization programme will be conducted on need basis during the year and the same will be disclosed on the website of the Company.

Familiarization programme held on 19th January, 2017

The third familiarization programme was conducted on Thursday, 19th January, 2017 at 10.00 am with the presence of Mr. K Rajesh, Mr. N Sriram and Mr. Muthukrishnan Swaminathan.

Mr. Srikanth Reddy, Company Secretary & Compliance Officer made a presentation on the latest amendments to Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to acquaint the directors of the recent changes and give an overview of the same.

Further, the Directors were provided with an overview of business aspects of the Company, Implication of IND-AS on the preparation of Financial statements and long term benefits of demonetization to the Economy.

The details of the no. of programmes, no. of hours spent by the independent directors and other relevant details are as follows:-

Sr No	Name of Director	No. of programmes attended		No. of Hours spent	
		During the year	On a cumulative basis till date	During the year	On a cumulative basis till date
1	Mr. Rajesh Katragadda	1	3	2 hrs	6 hrs
2	Mr. N Sriram	1	3	2 hrs	6 hrs
3	Mr. Muthukrishnan Swaminathan	1	3	2 hrs	6 hrs

The programme concluded with a Vote of thanks for their participation.

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Familiarization Programme on Tuesday, February 13, 2018

The familiarization programme was conducted on 13th February, 2018 at 12.30 p.m. with the presence of all Mr. Muthukrishnan Swaminathan and Mr. Katragadda Rajesh.

The programme was also attended by other senior personnel and KMP upon invitation.

The Managing Director has presented a PPT showcasing the financial performance of the Company and the business plans in the upcoming years. He further, took them through the long term goal and business plans of the Company in order to attain a sustainable growth in the Economy and Industry. There was a presentation on Board of Directors, Board's Broader role including Standards of Conduct & Business Responsibility, Integrity of decision making process, KMP's appointment, performance and Risk Management.

The details of the no. of programmes, no. of hours spent by the independent directors and other relevant details are as follows:-

Sr No	Name of Director	No. of programmes attended		No. of Hours spent	
		During the year	On a cumulative basis till date	During the year	On a cumulative basis till date
1	Mr. Rajesh Katragadda	1	4	2 hrs	8 hrs
2	Mr. Muthukrishnan Swaminathan	1	4	2 hrs	8 hrs

Familiarization programme will be conducted on need basis during the year and the same will be disclosed on the website of the Company.

The Programme concluded with a vote of thanks.

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Familiarization Programme on Friday, 22nd March, 2019

The familiarization programme was conducted on 13th February, 2018 at 12.30 p.m. with the presence of all Mr. Srinivas Reddy Mallayagari and Mr. Katragadda Rajesh.

The programme was also attended by other senior personnel and KMP upon invitation.

Mr. Srinivas Reddy was welcomed again on the Board of the Company and the familiarization programme was intended to introduce him with the Company perspective, strategies and business.

Further, The Company familiarized the independent directors on the latest amendments to the Companies Act and SEBI Regulations with special focus on the following:

- a) SEBI (Prohibition of Insider trading) (Amendment) Regulations, 2018 including policies and procedures required thereunder for determination of “Legitimate Purposes”, for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information;
- b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) Companies Act, 2013 and rules made thereunder; and
- d) Consequent changes to the roles and responsibilities of directors

The details of the no. of programmes, no. of hours spent by the independent directors and other relevant details are as follows:-

Sr No	Name of Director	No. of programmes attended		No. of Hours spent	
		During the year	On a cumulative basis till date	During the year	On a cumulative basis till date
1	Mr. Rajesh Katragadda	1	5	2 hrs	10 hrs
2	Mr. Srinivas Reddy Mallayagari	1	1	2 hrs	2 hrs

Familiarization programme will be conducted on need basis during the year and the same will be disclosed on the website of the Company.

The Programme concluded with a vote of thanks.

