

REGISTERED & CORPORATE OFFICE :

Level-2, Wing-A, Melange Towers, Patrika Nagar,
Madhapur, Hitech City, Hyderabad - 500 081

TEL : +91 40 4261 9840 **WEB :** www.Bodhtree.com

CIN : L74140TG1982PLC040516

NOTICE OF 01/2024-25 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM") No. 01/2024-25 of Bodhtree Consulting Limited will be held on Wednesday, July 31, 2024 at Club House, Emami Swanlake Apartments, 5-7-72/A, Sangeet Nagar, Kukatpally, Hyderabad, Telangana 500072 (Near Metro Pillar No. 839) at 10.30 a.m. (IST), as per the detailed instructions stated hereinafter, to transact the following business:

SPECIAL BUSINESS:

1. To appoint Mr. Ajay Kumar Giri (DIN: 10254489) as an Independent Director of the Company.

*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ajay Kumar Giri (DIN: 10254489), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 02, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till May 01, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Ajay Kumar Giri, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. To appoint Mr. Nikshit Hemendra Shah (DIN: 07910462) as an Independent Director of the Company.

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*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Nikshit Hemendra Shah (DIN: 07910462), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 02, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till May 01, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Nikshit Hemendra Shah, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Mrs. Bandugula Sucharitha (DIN: 09410952) as a Non-executive Non-independent Woman Director of the Company.

*To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Bandugula Sucharitha (DIN: 09410952), who was appointed as an Additional Director in the capacity of Non-executive Non-independent Woman Director with effect from May 02, 2024, who meets the criteria under the Act and the Rules made thereunder and the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Non-executive Non-

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independent Woman Director of the Company w.e.f. May 02, 2024, and that she shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mrs. Bandugula Sucharitha, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider and approve the appointment of Mr. Prashanth Mitta (DIN: 02459109) as a Whole-time Director of the Company.

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

“**RESOLVED THAT** Mr. Prashanth Mitta (DIN: 02459109), who was appointed as an Additional Director in the Executive Category with effect from May 02, 2024 on the Board of the Company in terms of Section 161 of the Companies Act, 2013, in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company whose period of office shall be determinable by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 & 198 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to the provisions of the Articles of Association of the Company, the approval of the members be and is hereby accorded for the appointment of Mr. Prashanth Mitta (DIN: 02459109) as Whole-time Director for a period of three (3) years with effect from May 02, 2024 upon such specific terms and conditions as specified in his appointment letter, and designate him as ‘Whole-time Director & Chief Executive Officer’ of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to provision of Section 197 & Schedule V of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, other applicable provisions, if any, of the Act, and pursuant to recommendation of Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on May 02, 2024, the consent of the members be and is hereby accorded to approve the remuneration of Mr. Prashanth Mitta, Whole-time Director of the Company w.e.f. May 02, 2024 for a period of three (3) years as detailed below:

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Remuneration including perquisites and other allowances: Up to Rs.2,00,000/- (Rupees Two Lakh only) per month.

Perquisites:

1. Leave facilities as applicable to other Senior Executives of the Company.
2. Reimbursement of fuel and driver expenses for commuting from home to office and vice-versa, subject to limits prescribed under Income tax Act, 1961.
3. All expenses for the maintenance, running and upkeep of the motor car for business purpose to be borne and paid by the Company.
4. Such other benefits or amenities as may be applicable to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company are hereby authorized to vary the remuneration of Mr. Prashanth Mitta, Whole-time Director, anytime in the future, to the extent of the maximum limits specified in Part II of Schedule V of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, by passing a resolution in their meeting.

RESOLVED FURTHER THAT the Board of Directors is at full liberty in its description to fix, vary, alter the emoluments, allowances and or perquisites etc. within the above-mentioned limits.

RESOLVED FURTHER THAT if in any year the Company has no profits or its profits are inadequate, Mr. Prashanth Mitta, Whole-time Director, shall be paid above remuneration as Minimum Remuneration as detailed above, by way of Salary, perquisites, allowances, benefits etc. taken together.

RESOLVED FURTHER THAT in case of Adequacy of Profits, Mr. Prashanth Mitta, Whole-time Director, shall be paid remuneration within the maximum limit of 10% of the Profits of the Company as computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said limit of 10% shall apply to all the whole-time directors of the Company taken together viz. Chairman & Managing Director, Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take such steps and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board
For **BODHTREE CONSULTING LIMITED**

Place: Hyderabad
Date: June 15, 2024



SD/-
SANTOSH KUMAR VANGAPALLY
WHOLTTIME DIRECTOR
DIN: 09331903

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NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act,2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.

2. Pursuant to General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated 7th October, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company may hold the EGM of the Company through VC / OAVM. However, the Board in its meeting held on June 15, 2024 decided to convene the EGM physically at the venue: Club House, Emami Swanlake Apartments, 5-7-72/A, Sangeet Nagar, Kukatpally, Hyderabad, Telangana 500072 to have one to one interaction between the Board and the Shareholders of the Company.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by CDSL.

4. In line with the Ministry of Corporate Affairs (MCA) Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023, the Notice calling the EGM has been uploaded on the website of the Company at www.bodhtree.com.

The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL, the e-Voting Service Provider (ESP).

5. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

6. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).

7. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.

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8. SEBI has notified for compulsory trading of shares of the Company in dematerialization form, so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
9. In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
11. The Board of Directors in their meeting held on June 15, 2024 have appointed Mr. Y Ravi Prasada Reddy (M.No. F5783; C.P.No. 5360), proprietor of M/s. RPR & Associates, Practicing Company Secretaries, to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.
12. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
13. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.bodhtree.com and the website of RTA and the results shall simultaneously be communicated to the Stock Exchange.
14. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on **cut of date i.e. Friday, July 26, 2024**.
15. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, July 26, 2024, may obtain the login ID and password by sending a request at Issuer/ RTA.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attended the EGM.
17. A member may participate in the EGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the EGM.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING FOR THE EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER: -

- i. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to its Members. The voting period **begins on Sunday, July 28, 2024 at 09:00 AM (IST) and end on Tuesday, July 30, 2024 at 05:00 PM (IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, July 26, 2024 may cast their vote electronically. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further |

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| <p>Depository</p> | <p>authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> |

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| | <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login Type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at |

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| | toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

iv. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier evoting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
|--|---|
| Particulars | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

v. After entering these details appropriately, click on "SUBMIT" tab.

vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new

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password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the **EVSN: 240702003** for the relevant Bodhtree Consulting Limited on which you choose to vote.
- ix. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi. Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

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Madhapur, Hitech City, Hyderabad - 500 081

TEL : +91 40 4261 9840 **WEB :** www.Bodhtree.com

CIN : L74140TG1982PLC040516

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@blseservices.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
 - If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
("THE ACT") SETTING OUT MATERIAL FACTS:**

The following Explanatory Statement sets out all material facts relating to the special businesses set out in the accompanying notice of the EGM dated June 15, 2024.

Item No. 1: To appoint Mr. Ajay Kumar Giri (DIN: 10254489) as an Independent Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on October 12, 2023, appointed Mr. Ajay Kumar Giri (DIN: 10254489), aged 33 years as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from May 02, 2024 to May 01, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Infosys Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee ("NRC") recommended the candidature of Mr. Ajay Kumar Giri.

In the opinion of the Board, Mr. Ajay Kumar Giri fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Ajay Kumar Giri background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an

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CIN : L74140TG1982PLC040516

Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has vast international experience in finance and general management.
- He has deep knowledge and expertise in business operations, risk management, strategy, governance, marketing, environment, sustainability and human resource management.

The resolution seeks the approval of members for the appointment of Mr. Ajay Kumar Giri as an Independent Director of the Company from May 02, 2024 to May 01, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Ajay Kumar Giri as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Ajay Kumar Giri, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Item No. 2: To appoint Mr. Nikshit Hemendra Shah (DIN: 07910462) as an Independent Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on October 12, 2023, appointed Mr. Nikshit Hemendra Shah (DIN: 07910462), aged 41 years as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from May 02, 2024 to May 01, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

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- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with Infosys Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee (“NRC”) recommended the candidature of Mr. Nikshit Hemendra Shah.

In the opinion of the Board, Mr. Nikshit Hemendra Shah fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Nikshit Hemendra Shah background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- He has vast international experience in finance, administration and general management.
- He has deep knowledge and expertise in business operations, risk management, strategy, governance, marketing, environment, sustainability and human resource management.
- He has experience of serving on the boards of various public listed companies across jurisdictions.

The resolution seeks the approval of members for the appointment of Mr. Nikshit Hemendra Shah as an Independent Director of the Company from May 02, 2024 to May 01, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Nikshit Hemendra Shah as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Nikshit Hemendra Shah, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2.

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The Board recommends the special resolution as set out in Item no. 2 of this notice for the approval of members.

Item No. 3: To appoint Mrs. Bandugula Sucharitha (DIN: 09410952) as a Non-executive Non-independent Woman Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on October 12, 2023, appointed Mrs. Bandugula Sucharitha (DIN: 09410952), aged 43 years as an Additional Director in the capacity of Non-executive Non-independent Woman Director of the Company who shall be liable to retire by rotation subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act,

The Nomination and Remuneration Committee ("NRC") recommended the candidature of Mrs. Bandugula Sucharitha.

In the opinion of the Board, Mrs. Bandugula Sucharitha background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as a Woman Director. The Board was satisfied that the appointment is justified due to the following reasons:

- She has vast experience in finance, administration and general management.
- She has deep knowledge and expertise in business operations, risk management, strategy, governance, marketing, environment, sustainability and human resource management.

The resolution seeks the approval of members for the appointment of Mrs. Bandugula Sucharitha as a Non-executive Non-independent Woman Director of the Company from May 02, 2024 and she shall be liable to retire by rotation.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure of this Notice.

In compliance with the provisions of the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mrs. Bandugula Sucharitha as a Non-executive Non-independent Woman Director of the Company.

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No director, key managerial personnel (KMP) or their relatives except Mrs. Bandugula Sucharitha, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

Item No. 4: To consider and approve the appointment of Mr. Prashanth Mitta (DIN: 02459109) as a Whole-time Director of the Company.

Mr. Prashanth Mitta (DIN: 02459109) was appointed as Additional Director w.e.f. May 02, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013 who holds office up to the date of ensuing General Meeting. In this regard Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and further the board of directors vide its meeting held on May 02, 2024 and May 27, 2024 recommend for the approval of the shareholders, the appointment of Mr. Prashanth Mitta as Director of the Company. The Board considered that the co-option of Mr. Prashanth Mitta on the Board is desirable considering his vast experience in finance and administration and would be beneficial to the company in various fronts and hence recommends resolution no. 4 for your approval.

The Board of Directors in its meetings held on May 02, 2024 and May 27, 2024 have approved appointment and remuneration of Mr. Prashanth Mitta as a Whole-time Director & Chief Executive Officer of the Company for a period of three (3) years w.e.f May 02, 2024. As per provisions of section 196 & 197 of the Companies Act, 2013, it is necessary to obtain approval of members by passing requisite resolution and hence the Board of Directors have put up the resolution for approval of members as Special Resolution.

Mr. Prashanth Mitta will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof. Notwithstanding anything to the contrary contained herein or in any offer deed, documents or writings, Mr. Prashanth Mitta shall ipso facto and immediately cease to be the Whole-time Director if he ceases to hold office of Director for any cause and in that event, he shall not be entitled to any compensation for loss of office.

In the absence of adequate profits during the previous financial year, the remuneration payable to Mr. Prashanth Mitta shall be a minimum of up to Rs. 24,00,000/- (Rupees Twenty Four Lakhs) per annum including permissible perquisites and allowances as per the provisions of Schedule V to the Companies Act, 2013 and the provisions of Section 196, 197 and other applicable provisions, if any, of the Act.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure of this Notice.

The statement as required under Section II of Part II of the Schedule V to the Act is given below:

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CIN : L74140TG1982PLC040516

I. General Information:

| | | | | |
|---|---|----------------|----------------|----------------|
| 1 | Nature of Industry: Information Technology enabled services | | | |
| 2 | Date or expected date of commencement of commercial: commercial operations started in the year 1982. | | | |
| 3 | In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: NA | | | |
| 4 | Financial performance based on given indications (Amount in Rs. Lakhs) | | | |
| | Particulars | 2023-24 | 2022-23 | 2021-22 |
| | Turnover | 1655.75 | 3933.99 | 10419.04 |
| | Net profit / (loss) after tax | (250.73) | (2659.44) | 64.23 |
| 5 | Foreign investments or collaborations, if any: NIL | | | |

II. Information about the Appointee:

| | |
|---|--|
| 1 | Background Details: Mr. Prashanth Mitta (DIN: 02459109) has overall 23 years of experience in operational activities setting strategic goals, reflecting the steady growth of the organization's strong offshore facility, enhancing customer satisfaction. Prashanth is also responsible for building the efficiency of business procedures aligning the same with organizational objectives and managing the procurement process, resource allocation, budgets to promote profitability and customer support processes. Prashanth holds the master's degree in business administration (MBA) from MIM New Delhi, spent over a decade advancing through a series of Leadership positions. Gained significant global experience by heading operations and Business Development for Two Firms and has led multiple outsourcing Programs and running P & L accounts. Prashanth is an excellent organizational leader with outstanding people skills, in-depth knowledge of diverse business functions and principles processes and customer service sectors. |
| 2 | Past Remuneration: Rs. 24,00,000/- per annum including perquisites and allowances. |
| 3 | Recognition or awards: He received several awards during his career. |
| 4 | Job Profile and suitability: As mentioned in Point No. 1 above. |
| 5 | Remuneration proposed: Up to Rs. 24,00,000/- per annum including perquisites and allowances as detailed in the resolution. |
| 6 | Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Prashanth Mitta is commensurate with the remuneration packages paid to similar senior level appointees in other Companies. |
| 7 | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Except remuneration as mentioned above, Mr. Prashanth Mitta does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company except that he holds insignificant shares of the Company. |

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III. Other information

| | |
|---|---|
| 1 | Reasons for inadequate profits: During the financial year ended March 31, 2024, the Company has incurred net loss of Rs.250.73 Lakhs as against a net loss of Rs. 2659.44 Lakhs last year due to the admission of the Company for IRP and the transition process from the old management to new management. The new Board is of the view that the proposed remunerations of Mr. Prashanth Mitta, Whole-time Director is commensurate with rich knowledge and experience of the appointee in the field. Therefore, the profits of the Company are inadequate considering the limits on remuneration as per Section 197 of the Companies Act, 2013. |
| 2 | Steps taken or proposed to be taken for improvement: The Company is taking various initiatives to reduce costs such as reduction in finance costs and operating costs and improving efficiencies. The Company is taking various steps to win more IT projects, which, the Company believes would improve realization and save valuable interest costs for the Company. This trend is expected to continue resulting in better financial performance of the Company. |
| 3 | Expected increase in productivity and profit in measurable terms: Considering the favourable policy initiatives of the Government for IT enabled services and other favourable factors as mentioned above, the various steps taken by the Company for reducing finance and operating cost and increasing efficiencies and the increased thrust of the Company on winning IT projects, the Company is hopeful of further improving profitability in the years to come. |

Hence, the approval of the shareholders is being sought by way of a special resolution for the appointment and remuneration of Mr. Prashanth Mitta as Whole-time Director with effect from May 02, 2024 as per details given herein above.

Except Mr. Prashanth Mitta, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the Resolution No. 4 of the Notice for approval of the members by way of a Special Resolution.

By Order of the Board
For **BODHTREE CONSULTING LIMITED**

Place: Hyderabad
Date: June 15, 2024



SD/-
SANTOSH KUMAR VANGAPALLY
WHOLTTIME DIRECTOR
DIN: 09331903

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Annexure

Details of Director(s) seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

| | | | |
|---|--|---|---|
| A | Name | Mr. Ajay Kumar Giri (DIN: 10254489) | Mr. Nikshit Hemendra Shah (DIN: 07910462) |
| B | Brief Profile | | |
| | i) Age | 33 years | 41 years |
| | ii) Educational Qualification | Chartered Accountant from the ICAI | Chartered Accountant in Practice from the ICAI |
| | iii) Experience in specific functional area | Mr. Ajay is a Chartered Accountant and a result-oriented professional with 12+ years of experience in managing overall Accounting, Audit, Tax & finance function in maintenance & finalization of accounts, working capital management, and profitability, monitoring and building internal financial controls. | Mr. Nikshit is a Chartered Accountant, Certified Information System Auditor and Lawyer with 13+ years of experience in the field of Accountancy and Consulting. He has worked in various industries before joining D&S as Partner. Nikshit brings diversified knowledge from his experience of working with Industry leaders like Deloitte & Cognizant in Service Industry, ITES industry, PE Fund, Manufacturing Industry and in practice. Nikshit has worked extensively on Fund Raising, CFO services, Payroll services, statutory compliances and consultancy services. He has expertise in handling accounts and reporting of overseas businesses. |
| | iv) Date of appointment on the board of the Company | May 02, 2024 | May 02, 2024 |
| C | Nature of expertise in functional area | Mentioned in clause B (iii) above. | Mentioned in clause B (iii) above. |
| D | Directorship held in other Companies (excluding foreign and Section 8 Companies) | Skyline Ventures India Limited | Skyline Ventures India Limited |
| E | Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders | 2 Chairmanship 1 Membership | 1 Chairmanship 2 Membership |

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| | | | |
|---|--|-----|-----|
| | Relationship and Nomination & Remuneration Committee) | | |
| F | No. of shares of Rs.10/- each held by the Director | Nil | Nil |
| G | Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014) | Nil | Nil |

| | | | |
|---|---|--|---|
| A | Name | Mrs. Bandugula Sucharitha (DIN: 09410952) | Mr. Prashanth Mitta (DIN: 02459109) |
| B | Brief Profile | | |
| | i) Age | 43 years | 48 years |
| | ii) Educational Qualification | B.com | MBA |
| | iii) Experience in specific functional area | Mrs. Bandugula Sucharitha has a career spanning 14+ years of Management experience in operations and workforce Management. A proactive leader and planner with expertise in strategic operations planning, staffing employees, resource management and service delivery. Proficient in setting up new processes, with proven ability to spearhead turnaround management initiatives. | Mr. Prashanth Mitta (DIN: 02459109) has overall 23 years of experience in operational activities setting strategic goals, reflecting the steady growth of the organization's strong offshore facility, enhancing customer satisfaction. Prashanth is also responsible for building the efficiency of business procedures aligning the same with organizational objectives and managing the procurement process, resource allocation, budgets to promote profitability and customer support processes. Prashanth holds the master's degree in business administration (MBA) from MIM New Delhi, spent over a decade advancing through a series of Leadership positions. Gained significant global experience by heading operations and Business Development for Two Firms and has led multiple outsourcing Programs and running P & L accounts. Prashanth is an excellent organizational |

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| | | | |
|---|--|------------------------------------|--|
| | | | leader with outstanding people skills, in-depth knowledge of diverse business functions and principles processes and customer service sectors. |
| | iv) Date of appointment on the board of the Company | May 02, 2024 | May 02, 2024 |
| C | Nature of expertise in functional area | Mentioned in clause B (iii) above. | Mentioned in clause B (iii) above. |
| D | Directorship held in other Companies (excluding foreign and Section 8 Companies) | Nil | 1. Skyline Ventures India Limited 2. Wilmer Digital Services Private Limited 3. Saukarya Applied Services Private Limited |
| E | Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee) | Nil | 3 Membership |
| F | No. of shares of Rs.10/- each held by the Director | Nil | Nil |
| G | Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014) | Nil | Nil |

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Madhapur, Hitech City, Hyderabad - 500 081**TEL :** +91 40 4261 9840 **WEB :** www.Bodhtree.com**CIN :** L74140TG1982PLC040516**M/s. BODHTREE CONSULTING LIMITED**

(CIN: L74140TG1982PLC040516)

Registered Office: Level-2, Wing-A, Melange Towers, Patrika Nagar, Madhapur, Hitech City,
Hyderabad - 500081, Telangana.

Email: cosecy@bodhtree.com | website: www.bodhtree.com

Form MGT-11 Proxy form[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

| | |
|---------------------|-------------|
| Regd. Folio No : | DPID : |
| No of Shares Held : | Client ID : |

I, _____ being the member of M/s. Bodhtree Consulting Limited
holding _____ equity shares of the above-named company, hereby appoint

Name & Address:

Email ID:

and whose signature(s) appended below as my proxy to attend and vote, in case of a poll, for me
and on my behalf at the 01/2024-25 Extra-ordinary General Meeting of the Company, to be held on
Wednesday, the July 31, 2024 at 10.30 a.m., at Club House, Emami Swanlake Apartments, 5-7-72/A,
Sangeet Nagar, Kukatpally, Hyderabad, Telangana 500072 (Near Metro Pillar No. 839) and at any
adjournment thereof in respect of resolutions indicated below:

| Sl. No | Resolution (s) | Vote | |
|-------------------------|--|------|---------|
| | | For | Against |
| Special Business | | | |
| 1 | To appoint Mr. Ajay Kumar Giri (DIN: 10254489) as an Independent Director of the Company. (Special Resolution) | | |
| 2 | To appoint Mr. Nikshit Hemendra Shah (DIN: 07910462) as an Independent Director of the Company. (Special Resolution) | | |
| 3 | To appoint Mrs. Bandugula Sucharitha (DIN: 09410952) as a Non-executive Non-independent Woman Director of the Company. (Special Resolution) | | |
| 4 | To consider and approve the appointment of Mr. Prashanth Mitta (DIN: 02459109) as a Whole-time Director of the Company. (Special Resolution) | | |

Signed this _____ day of July, 2024

Signature of shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.

REGISTERED & CORPORATE OFFICE :

Level-2, Wing-A, Melange Towers, Patrika Nagar,
Madhapur, Hitech City, Hyderabad - 500 081

TEL : +91 40 4261 9840 **WEB :** www.Bodhtree.com

CIN : L74140TG1982PLC040516

M/s. BODHTREE CONSULTING LIMITED

(CIN: L74140TG1982PLC040516)

Registered Office: Level-2, Wing-A, Melange Towers, Patrika Nagar, Madhapur, Hitech City,
Hyderabad - 500081, Telangana.

Email: cosecy@bodhtree.com | website: www.bodhtree.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending _____

Member's Folio No/ ~~Client ID~~: _____

No. of shares held: _____

Name of Proxy _____ (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 01/2024-25 Extra-ordinary General Meeting of the Company, to be held on Wednesday, the July 31, 2024 at 10.30 a.m., at Club House, Emami Swanlake Apartments, 5-7-72/A, Sangeet Nagar, Kukatpally, Hyderabad, Telangana 500072 (Near Metro Pillar No. 839).

..... Member's / Proxy's Signature

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

REGISTERED & CORPORATE OFFICE :

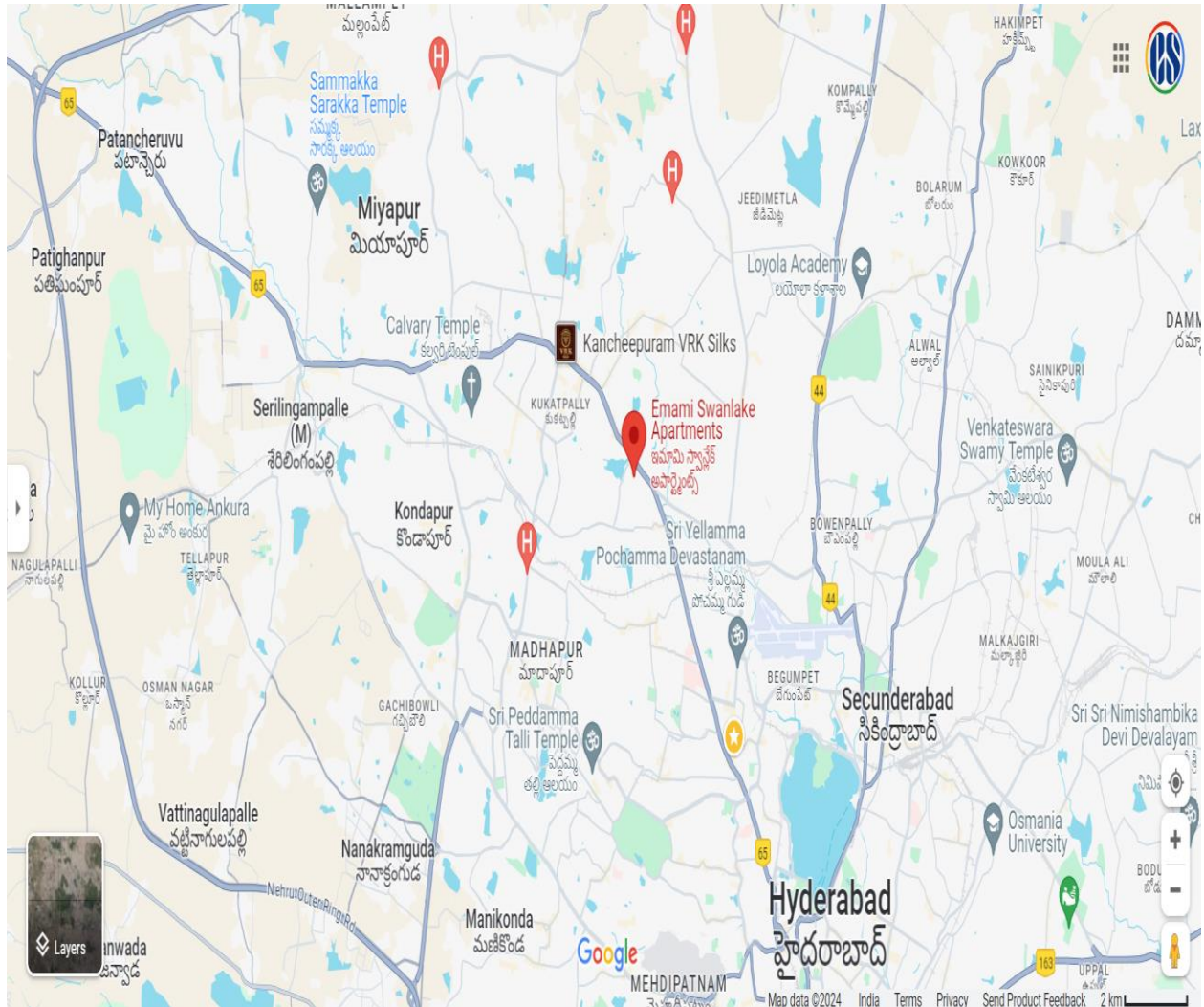
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CIN : L74140TG1982PLC040516

In terms of the Requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India; route map for the location of the venue of the 01/2024-25 Extra-ordinary General Meeting is given below :

ROUTE MAP FOR 01/2024-25 EXTRAORDINARY GENERAL MEETING VENUE



REGISTERED & CORPORATE OFFICE :

 Level-2, Wing-A, Melange Towers, Patrika Nagar,
 Madhapur, Hitech City, Hyderabad - 500 081

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**Form No.MGT-12
 POLLING PAPER**

 (Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)I of the Companies
 (Management and Administration Rules, 2014)

| | | | |
|------------------------------|---|-------|--|
| CIN | L74140TG1982PLC040516 | | |
| Name of the Company | M/s. BODHTREE CONSULTING LIMITED | | |
| Registered Office | Level-2, Wing-A, Melange Towers, Patrika Nagar, Madhapur, Hitech City, Hyderabad - 500081, Telangana. | | |
| Name of the member(s) | | | |
| Registered Address | | | |
| E-mail Id | | | |
| Folio No./Client ID | | DP ID | |
| Number of Equity shares held | | | |

In respect of 01/2024-25 Extra Ordinary General Meeting of the Company, I hereby exercise my vote in respect of Special Resolutions enumerated below by recording my assent or dissent to the said Resolutions in the following manner:

| Sl. No | Resolution (s) | Vote | |
|-------------------------|--|------|---------|
| | | For | Against |
| Special Business | | | |
| 1 | To appoint Mr. Ajay Kumar Giri (DIN: 10254489) as an Independent Director of the Company. (Special Resolution) | | |
| 2 | To appoint Mr. Nikshit Hemendra Shah (DIN: 07910462) as an Independent Director of the Company. (Special Resolution) | | |
| 3 | To appoint Mrs. Bandugula Sucharitha (DIN: 09410952) as a Non-executive Non-independent Woman Director of the Company. (Special Resolution) | | |
| 4 | To consider and approve the appointment of Mr. Prashanth Mitta (DIN: 02459109) as a Whole-time Director of the Company. (Special Resolution) | | |

 Place: Hyderabad
 Date: July 31, 2024

(Signature of the Shareholder / Proxy)