

Date: 03 January, 2017

To

Listing Compliance Department
M/s. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Dear Sir/Madam,

Sub: Postal Ballot Result
Ref: Scrip code. BODHTREE/ 539122

Further to our letter dated 01 December, 2016, we are pleased to inform you that the Company has conducted a Postal Ballot (including remote e-voting), the result of which has been announced today by the undersigned based on the Scrutinizer's Report dated 03 January, 2017 on the same.

We would like to inform you that the Special Resolution as mentioned in the Notice of the Postal Ballot dated 25 November, 2016 has been passed with the requisite majority.

The Result of Postal Ballot (including remote e-voting), along with Scrutinizers Report, is enclosed herewith for your information and records. The said Result is also being displayed on the notice board at the Registered Office of the Company; Posted on the Company's website www.Bodhtree.com along with the Scrutinizers Report.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we also enclose herewith the details of the postal ballot voting results in the prescribed format.

You are requested to take the above details on your records and put it on the notice board of the exchange for the information of the investors and general public.

Thanking you,

Yours faithfully,

For **Bodhtree Consulting Limited**


Company Secretary



Encl: A/a.

RESULT OF POSTAL BALLOT

It is hereby notified to the Shareholders of Bodhtree Consulting Limited ('Company') and all other concerned entities/authorities that the Company has conducted the process of Postal Ballot (including remote e-voting) pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Administration and Management) Rules, 2014, for passing a Special Resolution to approve the appointment of Mr. Lakkimsetti Naga Ramakrishna as the Managing Director of the Company and remuneration payable to him.

The Company had appointed Mr. D S Rao, of M/s. P S Rao & Associates., Practicing Company Secretaries, as a Scrutinizer for conducting the Postal Ballot/remote e-voting, who has submitted his report. The result of the Postal Ballot (including remote e-voting) is as under:

Type of Resolution	Total Number of shares as on cut-off date	No. of valid votes polled	% of votes polled	No. of Votes in favour	No. of Votes against	Percentage (%) of votes polled	
						Votes in favour	Votes against
Special Resolution	18046167	11481831	63.62	11481831	Nil	100.00	Nil

In light of the above, the resolution has been passed with requisite majority.

The result of the Postal Ballot (including remote e-voting) is being displayed on the notice board at the Registered Office of the Company; communicated to the Stock Exchange and posted on the website of the Company www.Bodhtree.com along with the Scrutinizers report.

For **Bodhtree Consulting Limited**


Company Secretary
Tuesday, 03 January 2017



The Results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of Declaration of result of Postal Ballot (including e-Voting)	03 January 2017
Total Number of Shareholders as on the record date (cut-off date for reckoning the voting rights of the shareholders) i.e. 25 November 2016	1892

Details of Agenda:

Resolution No. 1: **Approval of appointment of Mr. Lakkimsetti Naga Ramakrishna as the Managing Director of the Company and remuneration payable to him.**

Resolution Required: **Special Resolution**

Mode of Voting: **Postal Ballot (including remote e-Voting)**

Whether Promoter / Promoter Group is interested in the Resolution: **Mr. Lakkimsetti Naga Ramakrishna, Mrs. L Muneashwari and M/s. Kepler Information Systems Private Limited are deemed to be concerned or interested in this Resolution.**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% 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	E-Voting	10761600	8400000	78.06	8400000	0	100.00	0.00
	Physical Ballot		2134500	19.83	2134500	0	100.00	0.00
	Total		10534500	97.89	10534500	0	100.00	0.00
Public – Institutional Holders	E-Voting	100000	0	0	0	0	0	0.00
	Physical Ballot		0	0	0	0	0	0.00
	Total		0	0.00	0	0	0.00	0.00
Public – Others	E-Voting	7184567	947231	13.18	947231	0	100.00	0.00
	Physical Ballot		100	0.001	100	0	100.00	0.00
	Total		947331	13.19	947331	0	100.00	0.00
Grand Total		18046167	11481831	63.62	11481831	0	100.00	0.00

Result: **Resolution passed with requisite majority**

For **Bodhtree Consulting Limited**

Srinath
Hyderabad
Company Secretary
Tuesday, 03 January, 2017





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
M/s. Bodhtree Consulting Limited
Block "A", Wing "2", Level - 6
Cyber Gateway, Hitech City
Madhapur, Hyderabad
Telangana - 500081

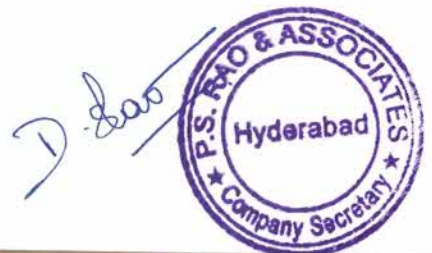
Dear Sir,

Sub: Consolidated Report of the Postal Ballot (including remote e-voting)

The Board of Directors of M/s. Bodhtree Consulting Limited ('Company') at its meeting held on 14th November, 2016, had appointed me as the Scrutinizer for conducting the postal ballot voting process, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, for passing a Special Resolution under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 for obtaining approval for appointment of Mr. Lakkimsetti Naga Ramakrishna as the managing director of the company and remuneration payable to him.

I Submit my report as under:

1. On 30th November, 2016, the Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelopes to its members, whose name appeared on the Register of Members/list of beneficiaries as on the 'cut-off date' i.e. 25th November, 2016. Simultaneously, the soft copies of the postal ballot notice/form were emailed to those shareholders who have registered their email addresses with the Company / Depository.
2. Particulars of the postal ballot forms received from the Members and votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
3. All the postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The ballot boxes were opened on 2nd January 2017 in my presence.
5. The Postal ballot forms were taken out in my presence and scrutinized and the shareholding was matched and confirmed with the Register of Members of the Company/list of beneficiaries, as on the cut-off date.



6. All postal ballot forms received/receivable up to the close of working hours (17.00 hours) on Saturday 31st December, 2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. Envelopes containing postal ballot forms received after 31st December 2016, were not considered for my scrutiny.
8. I did not find any defaced or mutilated ballot paper.
9. Thereafter, I have generated complete records of votes cast by electronic mode from Central Depository Services (India) Limited, the agency appointed for providing and supervising electronic platform: www.evotingindia.com on 02nd January, 2017, which was closed by CDSL on 31st December, 2016 at 17.00 Hours.
10. Based on such e-voting records generated combined with physical ballot forms received, I hereby report as under:

Details of Voting –

Particulars	No. of Ballot Forms received from Shareholders	No. of Equity Shares of Rs.10/- each (Votes)	No. of Shareholders who casted votes Electronically	No. of Equity Shares of Rs.10/- each (Votes)
Assented to the Resolution	02	2134600	15	9347231
Dissented to the Resolution	0	0	0	0
Total votes cast	02	2134600	15	9347231
Less: Total number of invalid Postal Ballot Voted	NIL	NIL	NIL	NIL
Total Number of Valid Postal Ballot Votes	02	2134600	15	9347231

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes – against	% 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	E-Voting	10761600	8400000	78.06	8400000	0	100.00	0
	Physical Ballot		2134500	19.83	2134500	0	100.00	0
	Total		10534500	97.89	10534500	0	100.00	0.00
Public – Institutional Holders	E-Voting	100000	0	0	0	0	0	0
	Physical Ballot		0	0	0	0	0	0
	Total		0	0.00	0	0	0.00	0.00
Public – Others	E-Voting	7184567	947231	13.18	947231	0	100.00	0.00
	Physical Ballot		100	0.001	100	0	100.00	0.00
	Total		947331	13.19	947331	0	100.00	0.00
Grand Total		18046167	11481831	63.62	11481831	0	100.00	0.00

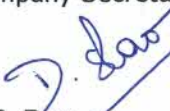
D. Rao



11. According to the above voting all the votes polled have casted in favour of Resolution and no vote was cast against the said Resolution. Therefore, the resolution considered as passed unanimously.
12. All the postal ballot forms and other related papers/registers and records will be handed over to Mr. Srikanth Reddy Kolli, Company Secretary of the Company after the declaration of postal ballot results.
13. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours truly,
for **P.S. Rao & Associates**
Company Secretaries


D.S. Rao
C.P. No. 14487



Place: Hyderabad
Date: 3rd January, 2017