

REGISTERED & CORPORATE OFFICE :

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Date: 30 September, 2016

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

Dear Sir/Madam,

Sub: Proceedings of 34th Annual General Meeting
Ref: Scrip Code. BODHTREE / 539122

With reference to the above subject, we would like to inform you that the 34th Annual General Meeting (AGM) of the Company was held on Friday, the September 30, 2016 at 09.00 A.M. at Crystal-II, Radisson, Hitec City, Gachibowli, Hyderabad - 500032, Telangana State.

As per requirement of Regulation 68 (2), Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 34th AGM of the Company are enclosed herewith at Annexure-I.

We request to take the same on your record.

Thanking you,

Yours sincerely,

For Bodhtree Consulting Limited

L. N. Ramakrishna
L N Ramakrishna
Managing Director
DIN: 03623543



Encl: A/a

PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF BODHTREE CONSULTING LIMITED HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2016.

The 34th Annual General Meeting of Bodhtree Consulting Limited was held on Friday, the 30th day of September, 2016 at 09.00 A.M. at Crystal-II, Radisson, Hitec City, Gachibowli, Hyderabad - 500032, Telangana State, India.

In terms of Regulation 68 (2), Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 34th AGM of Bodhtree Consulting Limited were as under:-

- I. At the outset, Company Secretary extended a warm welcome to the Shareholders at the 34th AGM of the Company and confirmed that requisite quorum was present for the Meeting. Company Secretary also welcomed the Chairman of the Meeting, Chairman of the Audit Committee & Stakeholders Relationship Committee, Directors and Auditors of the Company.
- II. Mr Katragadda Rajesh, Director of the Company took the Chair in the absence of Mr. Krishnan Jayaraman, Chairman of the Company. The requisite quorum being present, the Chairman then called the Meeting to order & welcomed all the shareholders and others present in the Meeting. Thereafter, the Chairman addressed the shareholders.
- III. Thereafter, as requested by the Chairman, Company Secretary read out the observations/comments in the Statutory Auditors' Report & Secretarial Auditors Report and drew the attention of the members to the Management's Reply thereto, as mentioned in the Board's Report forming part of the Annual Report for the financial year 2015-16 and informed that, the Statutory Registers, Proxy Register, Auditors Report, Secretarial Auditors Report along with other inspection documents were made available for inspection during the meeting for inspection by the members of the Company.
- IV. Company Secretary further stated that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice, from Tuesday, September 27, 2016 (09.00 a.m.) to Thursday, September 29, 2016 (05.00 p.m.). Further, it was informed that the Company had fixed Friday, the September 23, 2016 as the Cut-off date for determining the eligibility to vote by electronic means or through ballot voting in the AGM.
- V. Company Secretary informed that the Company has appointed Shri N Vanitha, Practicing Company Secretary (M. No: 26859 & CP No: 10573), Hyderabad as the Scrutinizer to scrutinize the votes cast by the shareholders through remote e-voting and ballot voting at the AGM venue. He further informed that the Company had made arrangements for ballot voting at the AGM venue to enable those shareholders, who could not exercise their right to vote through remote e-voting, to cast their vote in respect of business mentioned in the Notice of the 34th AGM of the Company. He also informed that those shareholders who had cast their vote through remote e-voting can attend the Meeting but shall not be allowed to vote again at the Meeting.



- VI. Thereafter, Company Secretary read the items of the Ordinary and Special Business to be transacted at the 34th Annual General Meeting as detailed below and explained the procedure for casting vote on the resolutions mentioned below through ballot voting:-

SI No	Description	Resolution Type
Ordinary Business		
1	Adoption of Financial Statements	Ordinary
2	Re-appointment of Mr. L N Ramakrishna as Director of the Company	Ordinary
3	Ratification of Appointment of Auditors	Ordinary
Special Business		
4	Appointment of Mrs. Lakkimsetti Muneashwari as Director of the Company	Ordinary
5	Approval of Related Party Transactions	Ordinary
6	Approval of Bodhtree Consulting Limited Employee Stock Option Plan 2016	Special
7	Approval to Borrow money in excess of aggregate of paid-up share capital and free reserves of the Company	Special
8	Approval for creation of Charge on the total assets of the Company to secure its borrowings	Special
9	Approval for Further Issuance of Securities	Special
10	Approval of the Limits for the Loan(s) and Investment(s) by the Company	Special

- VII. The Chairman explained the objectives and implications of each of the above resolutions. The Resolutions were thereafter put to vote through ballot voting. Meanwhile, the Chairman interacted with the shareholders and responded to the queries / comments of the shareholders on the items of business.
- VIII. The Chairman stated that the results of voting on each resolution shall be determined by aggregating votes cast through remote e-voting and ballot voting. He further stated that the results of voting will be announced and uploaded on the website of the Company (www.Bodhtree.com) and on CDSL's website (www.evotingindia.com) and will also be submitted to the Stock Exchange (M/s. BSE Ltd) within the prescribed time. Further, it was informed that the above resolutions will be deemed to be passed on the date of AGM, i.e. September 30, 2016, subject to receipt of the requisite number of votes in favour of the Resolutions.
- IX. After the ballot voting was completed, the Chairman formally announced the closure of business of 34th AGM of the Company. There being no other business to transact, the meeting ended at 11.00 a.m. with a vote of thanks to the Chair proposed by Mr Srikanth Reddy Kolli, Company Secretary of the Company.

