

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

Date: 23-02-2024

To
The General Manager
Listing Compliances
BSE Limited
Phiroze Jeeyjeebhoy Towers
Dalal Street, Mumbai — 400 001
Scrip Code: 539122

**Sub: Intimation under Regulation-30 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to Regulation-30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we bring to your kind notice about the following exemptions granted to the company, pursuant to the Resolution Plan approved by the Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench vide its Order dated 12th December, 2023.

1. In the process of implementation of NCLT approved Resolution Plan, the Board of Directors in their meeting held on 23-01-2024 passed the resolution for the reduction of existing issued & paid-up equity share capital of the Company held by the existing Shareholders of the Company, to such extent as mentioned in the approved Resolution Plan, without any payment to the existing Shareholders of the company.

As per the NCLT Order, the company is exempted to comply with provisions of Sec-66 of the Companies Act, 2013, with regard to reduction of share capital including obtaining Shareholder's approval.

2. The Board of Directors in their meeting held on 23-01-2024 also passed the resolution for allotment of 40,00,000 equity shares of face value of Rs. 10/- each to the new promoters i.e. Mr. Santosh Kumar Vangapally (the Successful Resolution Applicant) and 1,20,00,000 equity shares of face value of Rs. 10/- each to Mr. Prem Anandh Amarnathan (New Investor), on preferential basis.

As per the NCLT Order, the company is exempted to comply with the following provisions:

- a) The new Promoters are exempted from making an open offer under SEBI Takeover Regulations, 2011, for the allotment of shares made to them as per the NCLT approved Resolution Plan.
- b) The new Promoters are exempted from compliance of provisions of Chapter-VII of SEBI (ICDR) Regulations, 2009 **(except lock-in provisions)** with regard to allotment of shares to them on preferential basis.

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

- c) In the process of implementation of NCLT approved Resolution Plan, the entire shareholding of the existing promoters of the company shall be extinguished completely and Mr. Santosh Kumar Vangapally (the Successful Resolution Applicant) and his Associate Mr. Prem Anandh Amarnathan (New Investor), will become the new Promoters of the company. As per the NCLT Order, exemption from seeking reclassification of promoters under Regulation-31 A of SEBI (LODR) Regulations, 2015 is granted.
3. As per the NCLT Order, the Board of Directors in their meeting held on 23-01-2024 passed the resolution to offer, issue and allot 11,73,114 (Eleven Lakhs Seventy-Three Thousand One Hundred and Fourteen only) Equity Shares of Rs.10/- each fully paid-up to the existing equity Shareholders of the company, other than existing Promoters at the ratio of One Equity Share for every Ten Equity Shares held by them as on the Completion Date (Record Date) i.e. 14-02-2024 and any fractional shares shall be rounded off to one share, under the process of restructuring the existing share capital. Accordingly, the public shareholding has been reduced to below 25%.

As per the NCLT Order, the company is exempted to comply with the requirements of Minimum Public Shareholding under Securities Contracts (Regulation) Rules, 1957 and SEBI (LODR) Regulations, 2015. **The Company shall maintain the required Public Shareholding within the prescribed time.**

We also bring to your kind notice that the allotment of Equity Shares as aforesaid are done pursuant to the Order of the Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench and shall be deemed to have been approved by SEBI / BSE / NSE / Any Statutory Authorities, as per NCLT Order.

This may kindly be taken on record.

Thanking you,

For BODHTREE CONSULTING LIMITED



Signature:

Name: Santosh Kumar Vangapally

Designation: Director

DIN: 09331903