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

Dear Sir/Madam,

Sub: Notice of 37th Annual General Meeting of the Bodhtree Consulting Ltd
Ref: BSE Scrip Code. BODHTREE / 539122

With respect to the subject cited above, please find enclosed the Notice of 37th Annual General Meeting of the Company.

We request to take the same on record.

Thanking you

For Bodhtree Consulting Ltd

Vashu Gupta
Company Secretary

Encl: A/a.
NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of Bodhtree Consulting Limited will be held at Crystal-I, Radisson, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032 on Saturday, the 28th day of September, 2019 at 09.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
   a. the Audited Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of Board of Directors and Auditors thereon; and
   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Report of Auditors thereon.

2. To appoint a Director in place of Mr. L N Rama Krishna (DIN: 03623543) who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors
   To consider and, if deemed fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   “RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment (s) thereof, for the time being in force), M/s NSVR & Associates LLP, Chartered Accountants, Firm Registration No: 008801S/S200060, be and are hereby appointed as the statutory auditors of the Company in place of the retiring auditors for a term of five consecutive years from the conclusion of this AGM to the conclusion of the sixth consecutive AGM at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Muninder Raja Arram (DIN: 07962171) as Director of the Company

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   “RESOLVED THAT Mr. Muninder Raja Arram (DIN 07962171) who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 14, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”
5. **Appointment of Mr. Srinivas Reddy Mallayagari (DIN: 08070053) as Independent Director of the Company.**

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“**RESOLVED THAT** Srinivas Reddy Mallayagar (DIN 08070053) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 16, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article of Association of the Company and who is eligible for appointment and 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 Director of the Company, be and is hereby appointed as Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Srinivas Reddy Mallayagari, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing February 16, 2019 to February 15, 2024, be and is hereby approved.”

6. **Approval for Further Issuance of Securities:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1) read with the rules and regulations made thereunder and other applicable provisions, if any, of the Companies Act, 2013(including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (“Companies Act”), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment, modification, variation or re-enactment thereof) (“ICDR Regulations”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the ICDR Regulations, the applicable equity listing agreements entered into by the Company with the stock exchange where the equity shares of the Company of face value of Rs. 10 each (“Equity Shares”) are listed or are currently proposed to be listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof (“FEMA”) and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000 including any amendments, statutory modification(s) and/or re-enactment thereof, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (“FCCB Scheme”) and the Depository Receipts Scheme, 2014
("GDR Scheme") and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), and/or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to the consents and approvals of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), the Company be and is hereby authorized to offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, global depository receipts ("GDRs"), American depository receipts ("ADRs"), foreign currency convertible bonds ("FCCBs") and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with warrants and/or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as "Securities"), or any combination thereof, in one or more tranches, in the course of Indian and/or international offering(s) in one or more foreign markets, for cash, at such price or prices, at market price(s) or at a discount, as may be permissible under applicable law or premium to market price(s) in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the merchant banker(s) and/or other advisor(s) or otherwise, for an aggregate amount up to Rs. 100 crores (Rupees One Hundred crores only) by way of a public issue or a private placement, including a qualified institutions placement ("QIP") in accordance with the provisions of Chapter VIII of the ICDR Regulations, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") as defined in the ICDR Regulations, document(s), whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at a price not less than the price calculated as per the applicable pricing formulae and as may be permitted by the relevant regulatory/statutory authority, together with any amendments and modifications thereto, but without requiring any further approval or consent from the shareholders.

FURTHER THAT the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board decides to open the issue of such Securities, subsequent to the receipt of shareholders’ approval in terms of the Companies Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines. In the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for the purpose of pricing of such securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.
FURTHER THAT price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) the ICDR Regulations, if required.

FURTHER THAT in the event the proposed issuance of Securities ("Issue") is undertaken by way of a QIP, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to QIBs, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 (twelve) months from the date of this resolution approving the QIP or such other time as may be allowed under the ICDR Regulations from time to time and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Securities shall not be eligible to be sold by the allottees pursuant to the QIP for a period of 12 (twelve) months from the date of allotment, except on a recognized stock exchange, or as may be permitted from time to time under the ICDR Regulations. Furthermore, the Board may, at its absolute discretion, issue Securities at such discount to the floor price as determined in accordance with the ICDR Regulations.

FURTHER THAT the Company and/or any agency or body authorized by the Company may issue ADRs or GDRs representing the underlying Equity Shares or other securities issued by the Company, in registered form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in the international markets including filing any registration statement and any amendment thereto with the respective regulatory authorities.

FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the proposed offering; and all such Equity Shares shall rank pari-pasu with the existing Equity Shares of the Company in all respects and the Board is further authorized to execute necessary documents for the purpose of listing the Equity Shares on the Stock Exchanges.

FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed. Furthermore, the Board is hereby authorized to enter into and execute all such arrangements/agreements as the case may be with any lead managers, managers, underwriters, advisors, guarantors, depositaries, custodians and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate all such agencies including payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges in India and/or overseas as the case may be.
FURTHER THAT a duly constituted committee of the Board of Directors be and are hereby authorized to do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including authorizing any director(s) or officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appoint of intermediaries, open and close the period of subscription of the Issue, determine the issue price in respect of the Securities, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as such committee of the Board of Directors or such authorised persons may consider necessary, desirable or expedient.

FURTHER THAT any Director of the Company and the Company Secretary, be and are hereby severally authorised to file/ submit such application(s) to RBI and/or SEBI and/ or stock exchanges and/or such other regulatory/statutory authorities, as may be required, for intimating/ seeking their approval in respect of the Issue, to sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, and to do all such acts, deeds, matters and things and execute such papers, deeds and documents as may be necessary or expedient for the aforesaid purpose.”

By Order of the Board
For Bodhtree Consulting Ltd

Place: Hyderabad
Date: 14.08.2019

L N Rama Krishna
Managing Director
DIN: 03623543
Notes:

1. A member entitled to attend and vote at this Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the AGM is annexed hereto.

3. Pursuant to the provisions of Section 124 of the Companies Act 2013, the details of unpaid/unclaimed dividends lying with the Company as on the last Annual General Meeting of the Company is available on the website of the Company. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer to the Investor Education and Protection Fund. The seven year period of "Unpaid and Unclaimed dividend for the year 2016-17 and 2017-18 expires on 26 August, 2024 and 19th October 2025 respectively and the same will be transferred to the “Investor Education and Protection Fund”.

4. Members/proxies/authorized representatives are requested to bring their copies of Annual Report and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID No. and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Annual Reports will not be provided at the meeting.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

6. The International Securities Identification Number (ISIN) allotted to the Company’s equity shares is INE104F01011. Trading in the equity shares of the Company through Stock Exchanges was made compulsory in dematerialized form. Shareholders are advised to open demat accounts with any of the Depository Participants (DPs) of their choice registered with NSDL and CDSL and convert their physical holding into electronic holding.

7. No dividend on equity shares has been recommended by the Board of Directors for the financial year ended 31st March, 2019.

8. a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to the Registrar & Share Transfer Agent.

   b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants

9. Non-Resident Indian Members are requested to inform the Company’s registrar & Transfer Agent (RTA), Venture Capital and Corporate Investments Private Limited (VCCIPL), immediately of:

   a. Change in their residential status on return to India for permanent settlement
b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.

10. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.

11. All relevant documents referred in the accompanying Notice and explanatory statement are open for inspection to the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.

12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to VCCIPL.

13. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with VCCIPL/Depository Participant to enable the Company to send communications electronically.

14. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

15. Members may also note that the Notice of the 37th AGM and the Annual Report 2018-19 will be available on the Company’s website, www.bodhtree.com. The physical copies of the documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Members desiring any information as regards accounts are requested to write to the Company to: cosecy@bodhtree.com, at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.

16. Pursuant to the requirement under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the directors proposed to be re-appointed / appointed is given in Annexure – A to the notice.

17. **Instruction about Voting:**

   The Members are requested to opt for one mode of voting, i.e. either through e-voting or postal ballot. If a Member casts votes by both modes, then voting done through a valid e-Voting shall prevail and physical ballot form voting of that Member shall be treated as invalid. Please refer the following detailed instructions for both modes voting.

   **A) Voting through electronic means:**

   In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing Members a facility to exercise their right to vote at the Physical Ballot by
electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

**The instructions for e-voting are as under:**

(i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(ii) Click on "Shareholders" tab.

(iii) Select the "BODHTREE CONSULTING LIMITED" from the drop down menu and click on "SUBMIT"

(iv) Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

**If you are a first time user follow the steps given below.**

(vi) Fill up the following details in the appropriate boxes:

<table>
<thead>
<tr>
<th>PAN*</th>
<th>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</th>
</tr>
</thead>
<tbody>
<tr>
<td>DOB#</td>
<td>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</td>
</tr>
</tbody>
</table>

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name. Eg. If your name is Rama with sequence number 1 then enter RA00000001 in the PAN Field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach ‘Set Password’ menu wherein they are required to mandatorily enter their login password in the new 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the relevant EVSN for BODHTREE CONSULTING LIMITED.
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.

Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

The voting period begins on 25th September, 2019 (9.00 A.M.) and ends on 27th September, 2019 (5.00 P.M). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as of 20th September (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com.

The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 20th September, 2019.

Ms. N Vanitha, Practising Company Secretary (C.P. No: 10573), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

B) Other Instructions:

The Scrutinizer will collate the votes downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.

The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company’s website www.bodhtree.com and be communicated to the Stock Exchanges where the Company is listed, viz. M/s. BSE Ltd.
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3.

Appointment of Statutory Auditors of the Company

M/s Nisar & Kumar, Chartered Accountants were appointed as Statutory Auditors of the Company for a period of 5 consecutive years at the 32nd Annual General Meeting (AGM) of the Company held on 23rd December, 2014. Their term of five years expires at this ensuing AGM and the Board recommends to appoint new Auditors in place of the retiring auditor.

In consideration of the above, the Board of Directors upon the recommendation of the Audit Committee at its meeting held on 14th August, 2019 recommended the appointment of M/s NSVR & Associates LLP, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company for a period of 5 years, commencing from the conclusion of the 37th AGM. The said recommendation is forming part of the Notice to the 37th Annual General Meeting for approval of members of the Company.

M/s NSVR & Associates LLP is a Chartered Accountants firm with Registration No. 008801S/S200060. The firm is having close to two decades of experience in the field of Audit, Taxation (Direct and Indirect), Internal Financial Control Review, Financial Advisory, Management Consulting, Financial restructuring, Business Modeling, System Design Management Support Services. The firm has a strong team of 8 partners and 40+ professional staff (qualified and semi-qualified Chartered Accountants).

The Proposed fees payable to the Statutory Auditors is Rs. 5 Lakhs per annum excluding taxes as applicable and out of pocket expenses. There is not a comparative change in the fee to the new auditor vis-à-vis the outgoing Auditor.

The Audit Committee considered various parameters like capability to serve the business landscape of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc. and found NSVR & Associates LLP to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.
M/s. NSVR & Associates LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

**Item No. 4**

Appointment of Muninder Raja Arram as Director of the Company

Mr. Muninder Raja Arram was appointed as an Additional Director of the Company by the board of Directors at its meeting held on 14th November, 2018 based on the recommendation of Nomination and Remuneration Committee in accordance with the provisions of Section 161 of the Companies Act, 2013, he shall hold office up to the date of the forthcoming Annual General Meeting of the Company and is eligible to be appointed as a Director of the Company.

In this regard the Company has received a request in writing from a member of the company proposing candidature of Mr. Muninder Raja Arram for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Mr. Muninder Raja Arram is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

A brief profile of Mr. Muninder Raja Arram, as required pursuant to the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is annexed to this notice.

The resolution seeks the approval of the shareholders for the appointment of Mr. Muninder Raja Arram as a Director of the Company, liable to retire by rotation.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Muneashwari Lakkimsetti being his relative and Mr. Muninder Raja Arram being the appointee is concerned or interested in this Resolution. The Board commends the Ordinary Resolution set out at item No. 4 of the accompanying notice for approval of the Members.

**Item No.5**

Appointment of Mr. Srinivas Reddy Mallayagari (DIN: 08070053) as Independent Director of the Company:

Mr. Srinivas Reddy Mallayagari was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 16th February, 2019 under Section 161 of the Act. Mr. Srinivas Reddy Mallayagari holds office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Company has received a declaration of independence from Mr. Srinivas Reddy that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Srinivas Reddy Mallayagari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.
Further, in this regard, the Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Srinivas Reddy Mallayagari for the office of Director.

A brief profile of Mr. Srinivas Reddy Mallayagari, as required pursuant to the Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 is annexed to this notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Srinivas Reddy Mallayagari, being the appointee is concerned or interested in this Resolution. The Board commends the ordinary resolution set out at item No. 5 of the accompanying notice for approval of members.

**Item No. 6**

**Approval for further issuance of securities.**

Members may note that this special resolution is to enable the Company to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds (“FCCBs”), and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, nonconvertible debentures with warrants and/or convertible preference shares or any security convertible into Equity Shares and such other securities as stated in the resolution (“Securities”) or any combination thereof, by way of a public issue or a private placement, including by way of a qualified institutions placement (“QIP”) in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), in one or more tranches, at such price as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed.

This special resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (including a committee thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, in consultation with the advisors, lead managers and such other authorities as may be required, considering prevailing market conditions, practices and in accordance with the applicable provisions of law.

This special resolution enables the Company to issue Securities for an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred crores only) or its equivalent in any other foreign currencies.

In the event such issuance of Securities is undertaken by way of a QIP, the allotment of Securities shall be completed within a period of 12 months from the date of passing this resolution.

The proceeds of such issuance of Securities shall be utilized to meet, amongst other things, capital expenditure of the Company and any of its subsidiaries, including any acquisition opportunities, working capital requirements of the Company and general corporate purposes.

In the event that the issuance of the Securities is undertaken by way of a QIP, the pricing shall be subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations (“QIP Floor Price”).
Provided that, the Company may offer a discount of not more than 5% or such other percentage, as may be permitted, on the QIP Floor Price, calculated in accordance with the SEBI ICDR Regulations. Alternatively, issuances of FCCBs or ADRs / GDRs shall be subject to pricing requirements prescribed under the FCCB Scheme or GDR Scheme, as applicable.

The “relevant date” for the purpose of pricing the Securities shall be the meeting in which the Board or a committee thereof decides to open the issue of such Securities, subsequent to the receipt of this shareholders’ approval in terms of the Companies Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines. In the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for the purpose of pricing of such securities shall be either the date of the meeting in which the Board or a committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.

As the issuance of Securities may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 42 and 62(1) and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the equity listing agreement entered into by the Company with the stock exchanges where the Equity Shares of the Company are listed, and are proposed to be listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.

The Board believes that the proposed offering is in the interest of the Company and therefore recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is directly or indirectly concerned or interested in this Resolution.

By Order of the Board
For Bodhtree Consulting Ltd

Place: Hyderabad
Date: 14.08.2019

L N Rama Krishna
Managing Director
DIN: 03623543
Details of Directors as on March 31, 2019 seeking appointment/ re-appointment/ regularization at the Annual General Meeting (Pursuant to Reg. 36 (3) of SEBI (LODR) Regulations, 2015) are given below:

<table>
<thead>
<tr>
<th>A</th>
<th>Name</th>
<th>Muninder Raja Arram</th>
<th>Mr. Lakkimsetti Naga Ramakrishna</th>
<th>Srinivas Reddy Mallayagari</th>
</tr>
</thead>
<tbody>
<tr>
<td>B</td>
<td>Brief Resume</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>i) Age</td>
<td>42 years</td>
<td>52 years</td>
<td>45 years</td>
<td></td>
</tr>
<tr>
<td>ii) Educational Qualification</td>
<td>B.Tech (Electronics and Instrumentation) and Master's Degree in Computer Science from USA</td>
<td>Bachelors Degree in Computer Science and Engineering</td>
<td></td>
<td></td>
</tr>
<tr>
<td>iii) Experience/Experience in specific functional area</td>
<td>He has over 19 years of experience in product development, e-commerce, cloud enablement &amp; CI CD (DevOps)</td>
<td>He has 24 years of industry experience on various business applications including ERP systems.</td>
<td>He has extensive experience on Design &amp; Development of Web tier, Business tier, Middleware, Application Integration and Database tiers of highly scalable and distributed enterprise applications</td>
<td></td>
</tr>
<tr>
<td>iv) Date of appointment on the board of the Company (Bodhtree Consulting Ltd)</td>
<td>14th November, 2018 (DIN: 07962171)</td>
<td>24th January, 2015 (DIN No: 03623543)</td>
<td>16th February, 2019 (DIN: 08070053)</td>
<td></td>
</tr>
<tr>
<td>v) Last Remuneration drawn</td>
<td>NA</td>
<td>57,97,000</td>
<td>NA</td>
<td></td>
</tr>
<tr>
<td>C</td>
<td>Nature of expertise in functional area</td>
<td>He has led cloud enablement program across various IT teams in IaaS and PaaS. He has also led innovation initiatives and Patent generation for Dell Digital &amp; Global Services Organisation.</td>
<td>He has worked with and managed Big 5 consulting Companies' resources and has been responsible for introducing cutting-edge products in industries. His experience spans across various Companies including Symantec, Juniper</td>
<td>He successfully served his stakeholders to build up architecture framework that supports processes, strategy, and IT assets with business targets, spearheading delivery on digital...</td>
</tr>
<tr>
<td></td>
<td>Terms and conditions of appointment/re-appointment along with details of remuneration</td>
<td>He was Appointed as an Additional Director in the Board meeting held on 14th November, 2018 in the capacity of Non-Executive Director of the Company</td>
<td>The original date of appointment as Managing Director was 24th January, 2015 and his term of appointment was revised through postal ballot passed on 25th November, 2016 whereby he was appointed as Managing director of the Company for a term of 3 years w.e.f. 1st December, 2016. He was Appointed as an Additional Director in the Board meeting held on 16th February, 2019 in the capacity of Non-Executive Independent Director of the Company</td>
<td></td>
</tr>
<tr>
<td>---</td>
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<td></td>
</tr>
<tr>
<td>D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>E</td>
<td>Number of Board meetings attended during the year</td>
<td>Two out of 6 meetings</td>
<td>Six out of six meetings</td>
<td></td>
</tr>
<tr>
<td>F</td>
<td>Directorship held in other Companies (excluding foreign and Section 8 Companies)</td>
<td>1. Genial Associates Private Limited 2. Rewasys Consulting Private Limited</td>
<td>Nil</td>
<td></td>
</tr>
<tr>
<td>G</td>
<td>Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination &amp; Remuneration Committee)</td>
<td>Nil</td>
<td>Nil</td>
<td></td>
</tr>
<tr>
<td>H</td>
<td>No. of shares of Rs.10/- each held by the Director</td>
<td>11955 shares</td>
<td>Nil</td>
<td></td>
</tr>
<tr>
<td>I</td>
<td>Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)</td>
<td>Mrs Muneashwari Lakkimsetti (Brother)</td>
<td>Mrs. Muneashwari Lakkimsetti (Spouse)</td>
<td>None</td>
</tr>
<tr>
<td>------------------------</td>
<td>---------------------------------------------------------------------------------------------------------------------------------</td>
<td>---------------------------------------</td>
<td>---------------------------------------</td>
<td>-------</td>
</tr>
</tbody>
</table>

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Bodhtree Consulting Limited.

I hereby record my presence at the 37th Annual General Meeting of the Shareholders of Bodhtree Consulting Limited on Saturday, 28th day of September, 2019 at Crystal-I, Radisson, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032

<table>
<thead>
<tr>
<th>DP ID*</th>
<th>Regd. Folio No.</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Client ID*</th>
<th>No. of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Applicable if shares are held in electronic form.

Name & Address of Member

Signature of Shareholder/Proxy/Representative (Please Specify)
Form No. 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)

<table>
<thead>
<tr>
<th>CIN</th>
<th>L74140TG1982PLC040516</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name of the Company</td>
<td>BODHTREE CONSULTING LIMITED</td>
</tr>
<tr>
<td>Registered Office</td>
<td>Block “A”, Wing”2”, Level-6, Cyber Gateway, Madhapur, Hyderabad, Telangana-500081</td>
</tr>
</tbody>
</table>

I/We, being the Member(s) of ________ shares of Bodhtree Consulting Limited, hereby appoint

(1) Name: __________________________________________________________
    Address: __________________________________________________________
    E-mail ID: ___________________________ Signature: ___________________________
    or failing him/her

(2) Name: __________________________________________________________
    Address: __________________________________________________________
    E-mail ID: ___________________________ Signature: ___________________________
    or failing him/her

(3) Name: __________________________________________________________
    Address: __________________________________________________________
    E-mail ID: ___________________________ Signature: ___________________________

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting (AGM) of the Company to be held on Saturday, 28th day of September, 2019 at Crystal-I, Radisson, HITEC City, Gachibowli, Hyderabad, Telangana State, India, 500 032 and at any adjournment thereof in respect of such resolutions as are indicated below:
### Ordinary Business

<table>
<thead>
<tr>
<th>Resolution Number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Adoption of Accounts (Standalone and Consolidated) for the financial year ended 31st March, 2019, the Balance Sheet as at that date and the Reports</td>
</tr>
<tr>
<td>2</td>
<td>Appointment of Mr. L N Ramakrishna (DIN: 03623543), Director, who retires by rotation and being eligible offers himself for re-appointment, of the Directors and Auditors thereon.</td>
</tr>
<tr>
<td>3</td>
<td>Appointment of M/s NSVR &amp; Associates LLP, Chartered Accountants (ICAI Firm Registration Number: 008801S/S200060) as Statutory Auditors of the Company for a period of five years.</td>
</tr>
</tbody>
</table>

### Special Business

<table>
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<th>Description</th>
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</thead>
<tbody>
<tr>
<td>4</td>
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</tr>
<tr>
<td>5</td>
<td>Appointment of Mr. Srinivas Reddy Mallayagari (DIN: 08070053) as Independent Director of the Company for a period of five years.</td>
</tr>
<tr>
<td>6</td>
<td>Approval for further issuance of securities</td>
</tr>
</tbody>
</table>

Signed this ___ day of ______, 2018.

Signature of shareholder: __________________________

**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. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration Rules, 2014)

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</tr>
</tbody>
</table>

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

<table>
<thead>
<tr>
<th>Resolution Number</th>
<th>Description</th>
<th>Optional (✓)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>For</td>
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Place: ________________________________  
Date: ________________________________  
(Signature of the Shareholder)
ROUTE MAP FOR VENUE OF THE 37th ANNUAL GENERAL MEETING