

## N O T I C E

Notice is hereby given that the Forty Third (43<sup>rd</sup>) Annual General Meeting of the Members of M/s. Bodhtree Consulting Limited will be held at the Registered Office of the Company situated at Level-2, Wing-A, Melange Towers, Patrika Nagar, Madhapur, Hitech City, Hyderabad - 500081, Telangana, India, through Audio-Visual Electronic Communication Means ("AVEC") on Wednesday, the 20th day of August, 2025 at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2025, including Audited Balance Sheet as at March 31, 2025, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Nirvigna Kotla (DIN: 09351042), who retires by rotation and being eligible offers himself for reappointment.

### SPECIAL BUSINESS:

3. **Alteration in the Memorandum of Association of the Company and adoption of new set of Memorandum of Association.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the amendment, modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company to make them in line with the provisions of the Companies Act, 2013 as follows."

- a) The existing Clause II "The Registered Office of the Company will be situated in the state of Andhra Pradesh" be substituted by the new sub-heading "The registered office of the Company will be situated in the State of Telangana";
- b) The existing Clause III(A) "The main Objects to be pursued by the Company on its incorporation are" be substituted by the new sub-heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE";
- c) The existing Clause III(B) "Objects incidental or ancillary to the attainment of the main objects" be substituted by the new sub-heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE"; and
- d) The existing Clause III(C) "The other objects for which has Company is established are" be deleted in total and the existing Sub-Clause numbers (1) to (17) of Clause III(C) of the Objects Clause of the Memorandum of Association of the Company be subsumed and merged, without any change as Sub-Clause numbers (22) to (38) in Clause III(B), which shall now be titled as "Matters which are necessary for furtherance of the Objects specified in Clause III(A) are".

**RESOLVED FURTHER THAT** the Memorandum of Association incorporating the aforesaid alterations placed before the Meeting be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

4. **To consider and approve the re-appointment of Mr. Santosh Kumar Vangapally (DIN: 09331903) 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. Santosh Kumar Vangapally (DIN: 09331903), who was re-appointed as a Whole-time Director of the Company for a further period of three (3) years with effect from October 04, 2024 by the Board of Directors in its meeting held on November 13, 2024 be and is hereby approved.

**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 re-appointment of Mr. Santosh Kumar Vangapally (DIN: 09331903) as Whole-time Director of the Company for a period of three (3) years with effect from October 04, 2024 upon such specific terms and conditions

as specified in his appointment letter, 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 November 13, 2024, the consent of the members be and is hereby accorded to approve the remuneration of Mr. Santosh Kumar Vangapally, Whole-time Director of the Company w.e.f. October 04, 2024 for a period of three (3) years as detailed below:

Remuneration including perquisites and other allowances: Up to Rs.12,00,000/- (Rupees Twelve Lakhs only) per annum.

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. Santosh Kumar Vangapally, 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. Santosh Kumar Vangapally, 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. Santosh Kumar Vangapally, 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."

5. **To consider the Appointment of M/s. RPR & Associates, Practising Company Secretaries as Secretarial Auditors of the Company for a period of 5 consecutive years for conducting audit from the financial year 2025-26 to 2029-30.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s. RPR & Associates., Practising Company Secretaries (a peer reviewed firm holding CP. No. 5360) as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

By Order of the Board

**For Bodhtree Consulting Limited**

**Nagendra Guddada**

Company Secretary & Compliance Officer

Date: July 09, 2025

Place: Hyderabad

**NOTES:**

1. In accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/22 dated December 28, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") read with Circular no. SEBI/HO/CFD/CFD-POD-2/P/CIR/ 2023/167 dated 07.10.2023 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meetings (AGMs) through Video Conference ("VC") or Other Audio Visual Means ("OAVM") up to September 30, 2025, without physical presence of members at a common venue. The SEBI vide the abovementioned Circular No. has extended the relaxations from printing and dispatching of Physical Copies of Annual Reports and to conduct the AGMs through VC/ OAVM till September 30, 2025. However, in terms of Regulation 36(1)(c) of LODR Regulations, Company is required to send hard copy of full Annual Report to those shareholders who request for the same. Hence, in compliance with the Circulars, the AGM of the Company is being convened through VC/OAVM and the venue of the AGM shall be deemed to be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not attached to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of items of special business is annexed hereto and forms part of the Notice.
4. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and kindly give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc.  
  
In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No. 4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase - II, Gachibowli, Hyderabad – 500032, by enclosing a photocopy of blank cancelled cheque of your bank account.
5. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form with effect from January, 24, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No. 4-50/P-II/57/4F & 5F, Plot No. 57, 4th & 5th Floors, Jayabheri Enclave Phase-II, Gachibowli, Hyderabad – 500032, is the Registrar & Share Transfer Agent (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and are requested to send the relevant share certificates to the RTA/Company.
7. Corporate members intending to allow their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
8. Members holding shares in physical form are informed to furnish their bank account details to the RTA to have the same printed on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.
9. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
10. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
11. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/CIR-05/2009 dated May 20, 2009 made it mandatory to have PAN

particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA. Securities and Exchange Board of India (SEBI) vide its Circular dated November 3, 2021, December 15, 2021 and March 16, 2023, has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023. Members are requested to submit their PAN, KYC and nomination details to the RTA of the Company Venture Capital and Corporate Investments Pvt. Ltd. The format of mandatory KYC documents is available on the Company's Website [www.bodhtree.com](http://www.bodhtree.com). Members holding shares in electronic form are, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

12. Members may also note that the Notice of the 43rd Annual General Meeting is available on the Company's website: [www.bodhtree.com](http://www.bodhtree.com). All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at [coscec@bodhtree.com](mailto:coscec@bodhtree.com).

In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website at [www.bodhtree.com](http://www.bodhtree.com), on the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.co](http://www.bseindia.co), and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / their Depository Participants in respect of shares held in physical/electronic mode, respectively.

13. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
14. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/reappointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
15. Retirement of Directors by rotation: Mr. Nirvigna Kotla (DIN: 09351042), Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment. The Board of directors recommend his reappointment.

### **Instructions for E-VOTING**

#### **CDSL e-Voting System –For e-voting during AGM**

1. 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 and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.bodhtree.com](http://www.bodhtree.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice



is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The remote e-voting period begins on Sunday, August 17, 2025 at 09.00 A.M. and ends on Tuesday, August 19, 2025 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, August 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Board of Directors have appointed Mr. Y Ravi Prasada Reddy, Practising Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) 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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) 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 and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile and 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.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL Depository	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</p> <p>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 or joining virtual meeting and voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting and voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <div data-bbox="803 1140 1122 1308"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p> <p>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 the 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 or joining virtual meeting and voting during the meeting.</p>

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (vi) Login method for e-Voting and joining virtual meetings 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](http://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](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	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"> <li>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.</li> </ul>
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"> <li>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.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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 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.
- (ix) For shareholders 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 EVSN: 250710005 for the relevant Company, i.e., Bodhtree Consulting Limited, on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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 and enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xviii) 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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 and 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; [cosecy@bodhtree.com](mailto:cosecy@bodhtree.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cosecy@bodhtree.com](mailto:cosecy@bodhtree.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [cosecy@bodhtree.com](mailto:cosecy@bodhtree.com). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through AVC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 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 Futurax, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

### General Instructions

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date i.e., Thursday, August 14, 2025.
- ii. The scrutinizer shall, immediately after the conclusion of voting at the AGM, unlock the votes through e-voting and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the Meeting, a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.bodhtree.com](http://www.bodhtree.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., August 20, 2025.
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING NOTICE DATED JULY 09, 2025.

#### Item No. 3

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by substituting the existing Clause III(A) "The main Objects to be pursued by the Company on its incorporation are" with the new sub-heading "The Objects to be pursued by the Company on its incorporation are", substituting in Clause III(B) with the new sub-heading "Matters which are necessary for furtherance of the Objects specified in Clause III(A) are"; and Existing Sub-Clause numbers (1) to (17) of Clause III(C) of the Objects Clause of the Memorandum of Association of the Company be subsumed and merged, without any change as Sub-Clause numbers (22) to (38) in Clause III(B), which shall now be titled as "Matters which are necessary for furtherance of the Objects specified in Clause III(A) are" and also the change the state of Andhra Pradesh with the State of Telangana in Clause II.

The Board of Directors of the Company at its meeting held on July 09, 2025 decided that the existing Memorandum of Association ('MOA') is based on erstwhile Indian Companies Act, 1956 and it would be necessary to adopt new set of Memorandum of Association as per the Companies Act, 2013 and that the existing Memorandum of Association of the Company is being replaced with new set of Memorandum of Association so as to make it in line with the Companies Act, 2013. The new Memorandum of Association is available on the website of the Company @ [www.bodhtree.com](http://www.bodhtree.com). A copy of the existing Memorandum of Association and a copy of the new Memorandum of Association are available for inspection during normal business hours on all working days up to the date of 43rd Annual General Meeting.

Your directors recommend the Resolution set out at Item No. 3 for the approval of the shareholders of the Company by way of Special Resolution. None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution except as holders of shares in general.

#### Item No. 4

Mr. Santosh Kumar Vangapally (DIN: 09331903) was re-appointed as Whole-time Director of the Company w.e.f. October 04, 2024 for a further period of three (3) years by the Board in its meeting held on November 13, 2024 based on the recommendation of the Nomination and Remuneration Committee in its meeting held on November 13, 2024, subject to approval of the members of the Company.

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. Santosh Kumar Vangapally 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. Santosh Kumar Vangapally 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. Santosh Kumar Vangapally shall be a minimum of up to Rs. 12,00,000/- (Rupees Twelve 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:

**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. Santosh Kumar Vangapally (DIN: 09331903) is the Promoter and Whole Time Director at Bodhtree Consulting Limited, bringing over two decades of distinguished leadership in the Aviation, Technology, and Real Estate industries. His extensive experience has equipped him with a profound understanding of market dynamics and strategic growth initiatives. As a visionary business growth leader, Mr. Santosh Kumar Vangapally is adept at identifying emerging opportunities, forging strategic partnerships, and driving innovation to expand Bodhtree market presence and enhance its competitive edge.  In his role, Mr. Santosh Kumar Vangapally is instrumental in shaping the Company's strategic direction and fostering cross-industry collaboration. His leadership is characterised by a commitment to operational excellence and a focus on achieving long-term business objectives. By leveraging his expertise and industry insights, he spearheads initiatives that propel business expansion, optimise resource allocation, and deliver sustainable growth, positioning Bodhtree as a leading player in its sectors.
2	Past Remuneration: Rs. 12,00,000/- 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. 12,00,000/- 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. Santosh Kumar Vangapally 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. Santosh Kumar Vangapally 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.

### 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. Santosh, 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 re-appointment and remuneration of Mr. Santosh Kumar Vangapally as Whole-time Director with effect from October 04, 2024 for a further period of three (3) years as per details given herein above.

Except Mr. Santosh Kumar Vangapally, 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.

#### Item No. 5

M/s. RPR & Associates., represented by Mr. Y Ravi Prasada Reddy, Proprietor, is a leading firm of Practising Company Secretaries with over 25 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s. RPR & Associates, Practising Company Secretaries is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 08, 2025, approved the appointment of M/s. RPR & Associates as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

M/s. RPR & Associates has given their consent to act as secretarial auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations,

M/s. RPR & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The proposed remuneration to be paid to M/s. RPR & Associates for secretarial audit services for the financial year ending March 31, 2026, is Rs. 1.20 lakhs (Rupees One lakh Twenty thousand only) plus applicable taxes and out-of-pocket expenses and for the remaining four years the fee shall be increased by 10% on yearly basis. Besides the secretarial audit services, the Company may also obtain certifications from M/s. RPR & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of M/s. RPR & Associates for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. RPR & Associates. Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the Resolution No. 5 of the Notice for approval of the members by way of an Ordinary Resolution.

By Order of the Board

**For Bodhtree Consulting Limited**

**Nagendra Guddada**

Company Secretary & Compliance Officer

Date: July 09, 2025

Place: Hyderabad

## Annexure

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

A	Name	Mr. Nirvigna Kotla	Mr. Santosh Kumar Vangapally
B	Brief Profile		
	i) Age	27/01/1987	27/08/1969
	ii) Educational Qualification	B.Com	Master's degree in International Business, International Marketing Finance and a Bachelor's degree in Commerce and Economics.
	iii) Experience in specific functional area	<p>He has a strong background in managing and optimising diverse technical environments. Ensuring seamless performance across multiple platforms. Nirvigna's leadership extends to system architecture design, application deployment, and infrastructure management, focusing on delivering high availability, scalability, and operational efficiency.</p> <p>His experience in cloud technologies &amp; nbsp; and his ability to implement innovative solutions support Bodhtree's strategic goals by driving technological excellence and ensuring reliable, robust IT services for clients.</p>	<p>Mr. Santosh Kumar Vangapally is the Promoter and Whole Time Director at Bodhtree Consulting Limited, bringing over two decades of distinguished leadership in the Aviation, Technology, and Real Estate industries. His extensive experience has equipped him with a profound understanding of market dynamics and strategic growth initiatives. As a visionary business growth leader, Mr. Santosh Kumar Vangapally is adept at identifying emerging opportunities, forging strategic partnerships, and driving innovation to expand Bodhtree's market presence and enhance its competitive edge.</p> <p>In his role, Mr. Santosh Kumar Vangapally is instrumental in shaping the Company's strategic direction and fostering cross-industry collaboration. His leadership is characterised by a commitment to operational excellence and a focus on achieving long-term business objectives. By leveraging his expertise and industry insights, he spearheads initiatives that propel business expansion, optimise resource allocation, and deliver sustainable growth, positioning Bodhtree as a leading player in its sectors.</p>
	iv) Date of appointment on the board of the Company	18/12/2023	04/10/2021 for three years 04/10/2024 for further three years
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)	Bhavagna Software Labs India Private Limited	Nil
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil	Nil
F	No. of shares of ₹ 10/- each held by the Director	Nil	40,00,000
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
H	Terms and Condition of appointment	Being appointed as Executive Director of the Company by way of retire by rotation.	Being re-appointed as Whole-time Director of the Company subject to retire by rotation.
I	Number of meetings of the Board attended during the financial year 2024-25	6 out of 6	1 out of 6
J	Remuneration last drawn	12.00 lakh p.a.	12.00 lakh p.a.
K	Remuneration proposed to be drawn	12.00 lakh p.a.	12.00 lakh p.a.