



SECRETARIAL COMPLIANCE REPORT

OF

BODHTREE CONSULTING LIMITED

FOR THE YEAR ENDED 31st MARCH, 2022

We, P.S. Rao & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. Bodhtree Consulting Limited**, having its registered office at Level 2, Wing A, Melange Towers, Patrika Nagar, Madhapur, Hitech city, Hyderabad-500081, Telangana, hereinafter referred to as “**the listed entity**”.
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2022 (01.04.2021 to 31.03.2022) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”)

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018 (**Not applicable to the Company during the audit period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the audit period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the audit period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996;
- (j) Securities and Exchange Board of India (Depositories and Participants Regulation 2018; and
- (k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, *except the following:*

- (i) Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014 in relation to alignment of existing General Employee Benefit Scheme of the Company i.e BCL Employees Benefit Trust.
- (ii) Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended June, 2021.
- (iii) Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended September, 2021.
- (iv) Regulation 17(1) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the requirements pertaining to the composition of the Board including failure to appoint woman director for the period ended September, 2021.
- (v) Regulation 19(1)/ 19(2) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the requirements pertaining to the constitution of nomination and remuneration committee for the period ended September, 2021.
- (vi) Regulation 23(9) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Related Party Transactions for the period ended September, 2021.

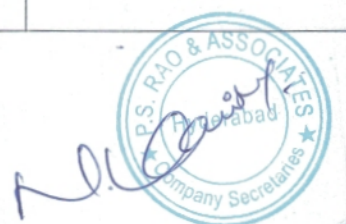


- (vii) Regulation 17(1) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the requirements pertaining to the composition of the Board including failure to appoint woman director for the period ended December, 2021.
- (viii) Regulation 76(2) of Securities And Exchange Board Of India (Depositories And Participants) Regulations, 2018– Delay in compliance to the submission of Reconciliation of Share Capital Audit for the period ended December, 2021.
- a. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.
- b. The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:

S NO	Action Taken By	Details of Violation	Details of Action taken eg; Fines Warning Letter, Debarment etc	Observations/ Remarks of the Practicing Company Secretary
1	Securities Exchange Board of India	Section 15HB of the SEBI Act for violation of provisions of para 6 (ii) of the SEBI Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 read with ESOPS and ESPS Guidelines and Section 31 of SBEB Regulations and Regulations 3(4), 3(9), 5, 6, 13, 15 and 22(1) of SEBI (Share Based Employees Benefit) Regulations, 2014 (hereinafter referred to as, 'SBEB Regulations').	SEBI has levied a penalty of Rs. 8,00,000 (Rupees Eight Lakh only)	The Company has yet not paid the said amounts and mentioned that the company would go for Securities Appellate Tribunal .
2	BSE Ltd as per SEBI Standard Operating Procedures Circular.	Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended June, 2021	BSE levied a penalty of Rs 1,15,000/-	The Company complied the same and paid the penalty amount.



3	BSE Ltd as per SEBI Standard Operating Procedures Circular.	Regulation 33(3) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Quarterly financial results for the period ended June, 2021.		The Company complied the same with a delay of one day.
4	BSE Ltd as per SEBI Standard Operating Procedures Circular.	Regulation 17(1) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the requirements pertaining to the composition of the Board including failure to appoint woman director for the period ended September, 2021.	BSE levied a penalty of Rs 3,15,000/-	The Company complied the same and paid the penalty amount.
5	BSE Ltd as per SEBI Standard Operating Procedures Circular.	Regulation 19(1)/ 19(2) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the requirements pertaining to the constitution of nomination and remuneration committee for the period ended September, 2021	BSE levied a penalty of Rs 58,000/-	The Company complied the same and paid the penalty amount.
6	BSE Ltd as per SEBI Standard Operating Procedures Circular.	Regulation 23(9) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the submission of Related Party Transactions for the period ended September, 2021	BSE levied a penalty of Rs 1,80,000/-	The Company complied the same and paid the penalty amount.
7.	BSE Ltd as per SEBI Standard Operating Procedures Circular.	(vii) Regulation 17(1) of SEBI (Listing Obligation and Disclosures Requirement), 2015 – Delay in compliance to the requirements pertaining to the composition of the Board including failure to appoint woman director for the period ended December, 2021	BSE levied a penalty of Rs 1,35,000/-	The Company complied the same and paid the penalty amount.



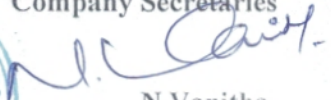
- c. The listed entity has taken the following actions to comply with the observations made in previous reports:

S NO	Observations of the Practising Company Secretary in The previous Reports	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by The listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1	The Company for the show cause notice received has submitted a consent application for settlement on 8 th Jan 2021 under SEBI (Settlement Proceedings) Regulations, 2018 and the same is yet to be pronounced by SEBI as on 31 st March, 2021.	Year 20-21	Company has filed the Consent application and the same was rejected by the SEBI and a an adjudication order was passed by the SEBI on 15 th March, 2022.	The Company informed that it is taking steps for filing an application with Securities Appellate tribunal against the adjudication order passed by SEBI.
2	Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014 in relation to alignment of existing General Employee Benefit Scheme of the Company i.e BCL Employees Benefit Trust	Year 2019-20	The company in its 38 th AGM has passed a resolution to ratify and amend the BCL-ESOP 2016 PLAN which was approved by majority of the shareholders.	<p>The Company has considered the resolution to ratify the BCL-ESOP 2016 PLAN which was approved by majority of the shareholders so as to comply to the Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014 in relation to alignment of existing General Employee Benefit Scheme of the Company i.e BCL Employees Benefit Trust.</p> <p>The Company has passed the resolution but the alignment of the BCL Employee Benefit Trust is yet to be implemented in lines with the Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014.</p>



- d. Since the auditor has already been appointed, the terms of appointment of the auditor have been suitably modified to give effect to clauses 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

Place: Hyderabad
Date: 30-05-2022

For P S Rao Associates
Company Secretaries

N. Vanitha
Company Secretary
ACS :26859
C P No: 10573
UDIN: A026859D000437489

