

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF BODHTREE CONSULTING LIMITED HELD ON JUNE 11, 2025 AT 01.00 P.M AT PDR, USHA MULPURI, 2ND FLOOR, ASHOKA ONE MALL, HABEEB NAGAR, KUKATPALLY, HYDERABAD, TELANGANA-500071

TO CONSIDER AND APPROVE RAISING OF FUNDS BY WAY OF OFFER AND ISSUANCE OF FULLY PAID-UP EQUITY SHARES OF THE COMPANY, BY WAY OF A RIGHTS ISSUE (THE "RIGHTS ISSUE"), IN ACCORDANCE WITH THE COMPANIES ACT, 2013, AS AMENDED AND THE RULES MADE THEREUNDER, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED AND OTHER APPLICABLE LAWS.

The Company Secretary of the Company briefed the Board on the requirement of Funds to the Company and the proposed Fund raising by way of Offer and Issuance of Equity Shares on Rights issue Basis.

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 and all other applicable provisions of the Companies Act, 2013 and The Companies (Share Capital and Debentures) Rules, 2014 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force ("Companies Act, 2013"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and all other applicable Securities and Exchange Board of India ("SEBI"), regulations, circulars, notifications and guidelines, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India (including any amendment thereto or re-enactment thereof for the time being in force), the equity listing agreement (collectively "Applicable Laws") entered into with BSE Limited ("Stock Exchange"), and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and subject to the approval of relevant Government, statutory and/or regulatory authorities, as required, including the Stock Exchange and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent of the Board of the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any empowered or authorised committee thereof constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) be and is hereby accorded to create, offer, issue and allot Equity Shares of a face value of Rs.10 each of the Company to all eligible existing Equity Shareholders of the Company, through a Rights issue, such that the aggregate value (including premium) does not exceed Rs.1410 Lakhs at such price at such premium to be decided by the Board or Committee thereof, for augmenting the capital of the Company and proposed to utilize the issue proceeds towards capital expenditure, Long-term Working Capital Requirements and for other general corporate purposes and issue expenses in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, in accordance with the provisions of the SEBI (ICDR) Regulations or other provisions of law including the Companies Act, 2013 as may be prevailing at the time.

"RESOLVED FURTHER THAT Mr. Guddada Nagendra, Compliance Officer be and is hereby authorised be and is hereby appointed as Compliance Officer for the purpose of the Rights Issue."

"RESOLVED FURTHER THAT the Equity Shares so allotted or transferred in the Rights Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank pari passu in all respects with existing Equity Shares."



***RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, all the directors of the Company or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things and to file necessary returns and forms with the Registrar of Companies, Delhi, and such other authorities as may be necessary, including the Reserve Bank of India.

"RESOLVED FURTHER THAT subject to the Applicable Laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee or director in such manner as it may deem fit."


"RESOLVED FURTHER THAT, the Board or a duly authorized committee be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares and the utilization of the proceeds, and give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Rights Issue, appoint other intermediaries such as Registrars, legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the likes, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board/duly constituted committee of the Board may suo motu decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including to settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorized herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the members of the Board be severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

"RESOLVED FURTHER THAT any of the director(s) of the Company be severally authorized to execute and sign the documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in connection with the above."

"RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned signed by any Director or Company Secretary of the Company wherever required."

//CERTIFIED TRUE COPY//
For BODHTREE CONSULTING LIMITED


PRASHANTH MITTA
WHOLE-TIME DIRECTOR
DIN: 02459109

