

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE RIGHTS ISSUE COMMITTEE OF THE BOARD OF DIRECTORS OF BODHTREE CONSULTING LIMITED HELD ON TUESDAY, JUNE 24, 2025 AT 6.00 PM AT LEVEL-2, WING-A, MELANGE TOWERS PATRIKA NAGAR, MADHAPUR, HITECH CITY, HYDERABAD- 500081, TELANGANA, INDIA.

TO ASCERTAIN THE ISSUE PRICE, RECORD DATE AND RATIO FOR THE PROPOSED RIGHTS ISSUE:

The Rights Issue Committee ("the Committee") was requested to consider, review and approve the terms and conditions of raising of Funds through 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.

After due deliberation, the Committee has passed the following Resolution:

RESOLVED THAT pursuant to the provisions of Section 62 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws, the approval of the Committee be and is hereby accorded to issue upto 46,92,456 Equity Shares of Rs.10/- each at a premium of Rs. 20 each at an issue price of Rs. 30 each aggregating to an amount upto Rs. 14,07,73,680 in the ratio of 4 Equity shares for every 1 fully paid-up Equity share held by the existing Shareholders of the Company as on the Record Date.

RESOLVED FURTHER THAT In accordance with Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 68 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provision of the Companies Act, 2013 and rules made thereunder, the Company has fixed June 28, 2025 as the Record Date to determine the Shareholders who will be eligible to receive the Rights Entitlements under the Rights Issue.

"RESOLVED FURTHER THAT the committee approved the following terms of the issue.

S. No.	Particulars	Details
1	Type of securities proposed to be issued	Fully paid-up Equity Shares of face value of ₹ 10/- each ("Rights Equity Shares")
2	Type of issuance	Rights Issue of fully paid-up Equity Shares
3	Total number of securities proposed to be issued	Up to 46,92,456 fully paid-up Equity Shares of face value of ₹ 10/- each
4	Issue Price	₹ 30/- per Rights Equity Share (including premium of ₹ 20/- per Rights Equity Share and Face Value of ₹ 10/- each).
5	Issue Size	₹ 1407.74 Lakhs

6	Terms of Payment	The full amount of the Issue Price being ₹ 30/- will be payable on application.
7	Record Date	June 28, 2025, for the purpose of determining the equity shareholders entitled to receive the rights entitlement in the Rights Issue ("Eligible Equity Shareholders")
8	Rights Issue Period	<ul style="list-style-type: none"> ➤ Rights Issue Opening Date: Monday, July 07, 2025. ➤ Last Date of On-Market Renunciation: Monday, July 21, 2025*. ➤ Last Date of Off-Market Renunciation: Wednesday, July 23, 2025*. ➤ Rights Issue Closing Date: Thursday, July 24, 2025*. ➤ Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date. <p>*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.</p>
9	Rights Entitlement ISIN	INE104F20011
10	Rights Entitlement Ratio	4 (Four) Rights Equity Shares of ₹ 10/- each for every 1 (One) Equity Share of ₹ 10/- each held by the Eligible Public Equity Shareholders in the Company as on the record date, with the right to renounce.
11	Outstanding Equity Shares prior to the Rights Issue	1,71,73,114 Equity Shares of ₹ 10/- each
12	Outstanding Equity Shares Post Rights Issue (assuming full subscription)	2,18,65,570 Equity Shares of ₹ 10/- each (assuming full subscription)

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, things and deeds, which are necessary or incidental on behalf of the Company for the purpose of affecting the aforesaid resolution.

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

**//CERTIFIED TRUE COPY//
For BODHTREE CONSULTING LIMITED**

**PRASHANTH MITTA
WHOLE-TIME DIRECTOR
DIN: 02459109**

REGISTERED & CORPORATE OFFICE :

Level-2, Wing-A, Melange Towers, Patrika Nagar,
Madhapur, Hitech City, Hyderabad - 500 081

TEL : +91 40 4261 9840 **WEB:** www.Bodhtree.com

CIN : L74140TG1982PLC040516

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE RIGHTS ISSUE COMMITTEE OF THE BOARD OF DIRECTORS OF BODHTREE CONSULTING LIMITED HELD ON TUESDAY, JUNE 24, 2025 AT 6.00 PM AT LEVEL-2, WING-A, MELANGE TOWERS PATRIKA NAGAR, MADHAPUR, HITECH CITY, HYDERABAD- 500081, TELANGANA, INDIA.

TO APPROVE THE LETTER OF OFFER FOR THE ISSUANCE OF FULLY PAID-UP EQUITY SHARES BY WAY OF RIGHTS ISSUE:

The Letter of Offer for the Rights Issue along with the Issue Schedule was placed before the Rights Issue Committee (Committee) and requested to consider and approve the same with or without modifications, for filing at BSE Limited and to circulate to the Shareholders of the Company.

The Board of Directors after due deliberation passed the following Resolution:

"RESOLVED THAT In furtherance of the board resolution passed on July 11, 2025, and pursuance of Section 62 (1) (a) of the Companies Act , 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws (the "Rights Issue") and pursuant to Inprinciple approval received from BSE Limited on June 20, 2025, the approval of the Committee be and is hereby accorded to approve the Letter of Offer for the issue of equity shares on right issue basis.

RESOLVED FURTHER THAT the Board of Directors of the Company and Chief Financial officer and Company Secretary be and are hereby jointly authorized to sign letter of offer and to complete all the formalities and procedures as applicable with respect to the rights issue and allotment of shares.

RESOLVED FURTHER THAT the Rights Issue shall remain open for a period of 18 Days commencing from July 07, 2025 to July 24, 2025 till the close of working hours.

RESOLVED FURTHER THAT the Rights Issue Committee/Board of Directors may extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

RESOLVED FURTHER THAT the Letter of Offer, Application Form, Rights Entitlement Letter or other issue material may be dispatched, as may be required under the applicable laws to the existing shareholders within the stipulated timeframe and the necessary steps shall be taken to ensure compliance with the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations.

RESOLVED FURTHER THAT any of the directors be and is hereby authorized to sign and file necessary e - forms with Registrar of Companies, Hyderabad and Company Secretary of the Company, be and is hereby also authorized to do all the things, deeds as may be necessary in this regard and in order to give effect to the above resolution.



Bodhtree Consulting Limited

REGISTERED & CORPORATE OFFICE :

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CIN : L74140TG1982PLC040510

RESOLVED FURTHER THAT that Mr. Prashanth Mitta (DIN: 02459109), Whole-time Director of the Company and Mr. Guddada Nagendra, Company Secretary & Compliance Officer of the Company be and is hereby further authorized severally to act in accordance with the Provisions of Companies Act , 2013 & rules made thereunder and SEBI Regulations (" Rights Issue ") and shall have powers to take all necessary actions, approvals as a when required in relation to except those actions with specifically to be taken by the board in accordance with the applicable laws."

RESOLVED FURTHER THAT any of the Directors or Company Secretary be and is hereby authorised to provide or forward a certified true copy of the above said resolution to the concerned as and when required."

//CERTIFIED TRUE COPY//
For BODHTREE CONSULTING LIMITED

PRASHANTH MITTA
WHOLE-TIME DIRECTOR
DIN: 02459109