

Date: 30.05.2022

Corporate Relations Manager
BSE Limited
Phiroje jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Ref: BSE Scrip Code: BODHTREE/539122

Sub: Regulation 24A of the SEBI (LODR) Regulations 2015 – Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2022.

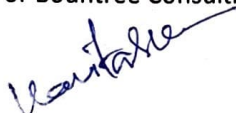
Dear Sir/Madam,

Pursuant to regulation 24A of the Listing Regulations read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed the Secretarial Compliance Report dated 30th May, 2022 issued by M/s P S Rao Associates, Practising Company Secretaries for the year ended 31/03/2022

Kindly take the same on record

Thanking You,

For Bodhtree Consulting Limited


Kavitha Somavarapu
Company Secretary
A35461





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.



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 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

