

Date: 30.05.2023

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 Financial year ended 31st March, 2023

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, 2023 issued by M/s SPP & Associates, Practising Company Secretaries for the Financial year ended 31/03/2023.

Kindly take the same on record

Thanking You

For Bodhtree Consulting Limited
(a company under CIRP by NCLT order dated 20th February 2023)



Pompa Mukherjee
Company Secretary and Compliance Officer



**SECRETARIAL COMPLIANCE REPORT OF BODHTREE CONSULTING LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

I, Surya Prakash Perumalla, Practicing Company Secretary, SPP& Associates, Company Secretaries, Hyderabad-39, have examined:

- (a) all the documents and records made available to us and the explanation provided by **BODHTREE CONSULTING LIMITED CIN: L74140TG1982PLC040516** (hereafter referred to as “the listed entity”), having its registered office at # Level-2, Wing-A, Melange towers Patrika nagar, Madhapur, Hitech City Hyderabad, Telangana, India.
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (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, 2023 in respect of Compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars and guidelines issued there under; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made there under 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 during the reporting 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 during the reporting period;***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- ***Not applicable during the reporting period;***

- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;and

Circulars/ guidelines issued thereunder, to the extent applicable and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S.No	Particulars	Compliance Status (Yes/No)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	-
4.	Disqualification of Director:	Yes	-

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	None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity		
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	-
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	No	The Company could not comply with the regulation 25(3) of SEBI LODR 2015 as the Company is under the Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code(IBC) 2016 since 20.02.2023
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit	Yes	-

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	Committee, in case no prior approval has been obtained		
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	No	-
12.	Additional Non-compliances, if any:	-	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S.No.	Particulars	Compliance Status (Yes/No)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i.If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the	Yes	-

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	<p>limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year</p>	-	-
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an</p>	No	-

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	appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019	Yes	-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Filing of Financials with the Stock exchange for the Quarter ending June 2022 in the prescribed format	33	Financials were not submitted in prescribed format	BS E Limited	Penalty Levied on the Company	Financials were not submitted according to the prescribed format	11,800	The Company paid the penalty and complied the same	-	-

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(b) 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.	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/-	Year 21-22	The Company complied the same and paid the penalty amount.	No further action required
2.	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.	Year 21-22	The Company complied the same with a delay of one day.	No further action required
3.	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	Year 21-22	The Company complied the same and paid the penalty amount.	No further action required

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	for the period ended September, 2021 BSE levied a penalty of Rs 3,15,000/-			
4.	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/-	Year 21-22	The Company complied the same and paid the penalty amount.	No further action required
5.	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/-	Year 21-22	The Company complied the same and paid the penalty amount.	No further action required
6.	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	Year 21-22	The Company complied the same and paid the penalty amount.	No further action required

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	<p>appoint woman director for the period ended December, 2021</p> <p>BSE levied a penalty of Rs 1,35,000/-</p>			
7.	<p>The Company for the show cause notice received has submitted a consent application for settlement on 8th Jan 2021 under SEBI (Settlement Proceedings) Regulations, 2018 and the same is yet to be pronounced by SEBI as on 31st March, 2021.</p>	Year 20-21	<p>Company had filed the Consent application and the same was rejected by the SEBI and an adjudication order was passed by the SEBI on 15th March, 2022.</p> <p>However it is informed that the Company has filed an appeal with Hon'ble Securities Appellate tribunal against the adjudication order passed by SEBI. The application is admitted and awaited argument.</p>	
8.	<p>Regulation 26 of SEBI (Share based Employee Benefits) Regulations, 2014 in relation to alignment of existing General Employee Benefit Scheme of the Company</p>	Year 2019-20	<p>The Company has considered the resolution to ratify the BCL-ESOP 2016 PLAN which was approved by majority of the</p>	

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	i.e BCL Employees Benefit Trust		<p>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>	
9.	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	Year 21-22	The Company has yet not paid the said amount and informed that appeal is filed with Hon'ble Securities Appellate	

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	<p>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').</p> <p>SEBI has levied a penalty of Rs. 8,00,000 (Rupees Eight Lakh only)</p>		<p>Tribunal and admitted and awaited arguments</p>	
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Date: 30 May, 2023
Place: Hyderabad

For SPP & Associates
Company Secretaries

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Surya Prakash Perumalla
Company Secretary in Practice
FCS No. 9072; CP No.11142
FRN: S2023TS899200
UDIN: F009072E000422518