

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that, pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), read with the General Circular Nos. 14/2020 and 9/2024 dated 8th April, 2020, 19th September, 2024 and 22nd September, 2025, respectively, and other circulars issued by the Ministry of Corporate Affairs (“MCA”) in this respect hereinafter collectively referred to as “MCA Circulars” [including any statutory modification or re-enactment thereof for the time being in force], read with applicable SEBI Circulars, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the Resolutions appended below are proposed for approval of the Members of the Company through Postal Ballot by E-voting process (“E-voting”).

In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on 17th April, 2026 (“Cut-off date”). Members may note that the Notice of Postal Ballot is uploaded on the Company’s website www.bodhtree.ai and can be accessed by the Members and will also be available on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. In compliance with the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide E – voting facility.

The Board of Directors of the Company has appointed M/s. RPR & Associates - A Peer Reviewed Firm, Practicing Company Secretaries, Hyderabad represented by Mr. Y Ravi Prasada Reddy, Proprietor, FCS. 5783, holding C.P.No.5360, as the Scrutinizer for conducting Postal Ballot through E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, Members can vote only through the E-voting process. Accordingly, the Company is pleased to offer Evoting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes under the section “INSTRUCTIONS FOR E-VOTING” in this Postal Ballot Notice (“Postal Ballot Notice”) to cast their vote electronically.

The E-voting will be made available during the following period after which the CDSL portal shall be blocked and shall not be available for e-voting:

VOTING STARTS ON	VOTING ENDS ON
Friday, 24 th April, 2026 at 9:00 a.m. (IST)	Saturday, 23 rd May, 2026 at 5:00 p.m. (IST)

Pursuant to Section 102, 110 and other applicable provisions of the Act, the explanatory statements pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice (“this Notice”) for your consideration and forms part of this Notice.

You are requested to peruse the proposed resolutions along with its Explanatory Statement and read the instructions and notes carefully and thereafter cast your votes through the e-voting system not later than 5.00 pm (IST) on 23rd May, 2026. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote is cast by the Member, the Member shall not be allowed to change it subsequently.

The Results will be declared on receipt of Scrutinizer’s Report at the Registered office of the Company at Workafella, Cyber Crown – 409, 423, Sec-II, HUDA Techno Enclave, Madhapur, Hyderabad, Telangana – 500081. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bodhtree.ai and on the website of CDSL immediately and communicated to the stock exchanges on which the shares of the Company are listed within two working days from the last date of voting. Subject to receipt of requisite number of votes, the resolutions mentioned in the Notice shall be considered as deemed to be passed on 23rd May, 2026 (Saturday) i.e. last day of the voting period.

SPECIAL BUSINESS

Item No. 1

TO CONSIDER AND APPOINT MR. SREENIVASA RAO RAVINUTHALA (DIN: 03271625), AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in accordance with the provisions of Sections 149 and 152 read with applicable rules made thereunder and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Sreenivas Rao Ravinuthala (DIN: 03271625), who was appointed as an Additional Director (Non- Executive Independent) of the Company with effect from 27th February, 2026 under

Section 161(1) of the Act and who holds office up to the date of the ensuing Annual General Meeting / conclusion of Postal Ballot, and in respect of whom the Company has received all necessary declarations and confirmations, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 27th February, 2026 up to 26th February, 2031.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company (including any Committee thereof) be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

Item No. 2

TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTION(S) FOR THE FY 2026-27.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Mr. Prasanth Mitta, Whole-time Director (DIN: 02459109) and M/s. Rzeninfo Solutions Private Limited, a related party(ies) under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed, for an aggregate value of up to Rs. 15,00,00,000/- (Rupees Fifteen Crores) each, proposed to be entered for the FY 2026-27, for availing/ rendering of services, loans, purchase/sale of goods, purchase of fixed assets, Other Operating Revenue/Other Income/Recovery of Expenses mergers/ amalgamations/ rendering, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that

may arise in this regard and incidental thereto, 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.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director or Company Secretary of the Company be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**By Order of the Board
For Bodhtree Consulting Limited**



**Vidhi Sharma
Company Secretary & Compliance Officer
M. No. A78734**

Date: 20th April, 2026

Place: Hyderabad

NOTES:

1. Statement pertaining to the aforesaid resolution setting out material facts as required under section 102(1) of the Act annexed hereto. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement of this Notice.
2. Voting rights of the members shall be in proportion of shares held by them as on 17th April, 2026 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
3. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to 23rd May, 2026. Members seeking to inspect such documents can send an E-mail to cosecy@bodhtree.ai.
4. Members of the Company under the category of Institutional / Corporate Members are encouraged to participate for the E - voting. Corporate Members intending to vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by Email at yvavifcs@gmail.com and the same should also be uploaded on the E-voting portal of Central Depository Services (India) Limited.
5. Members who have not yet registered their E-mail addresses are requested to register the same with their Depository Participant (“DP”) in case the shares are held by them in demat mode and with the Company’s RTA in case the shares are held by them in physical mode. In case of any queries/difficulties members may write to cosecy@bodhtree.ai.

6. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SEBI Circulars and MCA Circulars, the Members are provided with the facility to cast their vote electronically through E-voting services provided by CDSL on the Resolution set forth in this Postal Ballot Notice.

Once the vote on a Resolutions is cast by the Members, he / she shall not be allowed to change it subsequently or cast vote again.

The voting period will begin on 09:00 am (IST) on 24th April, 2026 (Friday) and will end on 05:00 pm (IST) on 23rd May, 2026 (Saturday). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 17th April, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 read with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members’ resolutions. However, it has been

observed that the participation by the public non-institutional Members / retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

A. Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual Members holding securities in Demat mode CDSL/NSDL is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on “Company name or e-Voting service provider name” and you will

	be re-directed to “e-Voting service provider website” for casting your vote during the remote e-Voting period.
Individual Members (Holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000.

B) Login method through CDSL e-Voting system for non-individual Members holding securities in Demat Form & Members holding securities in Physical Form:

- i. The Members should log on to the e-voting website www.evotingindia.com.
- ii. Click on “MEMBERS” module.
- iii. Now Enter the User ID:
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on “LOGIN”.
- v. If Members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.
- vi. If Members are a first-time user follow the steps given below:

For Non-Individual Members holding shares in Demat Form and Members holding shares in Physical Form
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PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat Members as well as physical Members). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share password with any other person and take utmost care to keep the password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN: **260420009** for Bodhtree Consulting Limited on which you choose to vote.
- xi. On the voting page, Members will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option ‘YES’ implies that Members assent to the Resolution and option ‘NO’ implies that Members dissent to the Resolution.
- xii. Click on the “RESOLUTION FILE LINK” if Members wish to view the entire Resolution details.
- xiii. After selecting the resolution, Members have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If Members wish to confirm their vote, click on “OK”, else to change the vote, click on “CANCEL” and accordingly modify their vote.
- xiv. Once Members “CONFIRM” their vote on the resolution, they will not be allowed to modify their vote.
- xv. Member can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xviii. **NOTE FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS – FOR REMOTE VOTING ONLY:**

- Non-Individual Members (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as “CORPORATES” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual Members are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer yravifcs@gmail.com, and to the Company at cosecy@bodhtree.ai, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

FOR MEMBERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

- For Physical Members** - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cosecy@bodhtree.ai / RTA at investor.relations@vccipl.com.
- For Demat Members** - Please update your email id & mobile number with your respective Depository Participant (DP).
- For Individual Demat Members** - Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed by sending an email to helpdesk.evoting@cdslindia.com or call toll free no. 18002109911 or call Mr. Nitin Kunder (022-62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013.

Explanatory Statement pursuant to provisions of Section 102 the Companies Act, 2013, SEBI Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”).

Item No. 1- To consider and appoint Mr. Sreenivas Rao Ravinuthala (DIN: 03271625), as an Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the Board, at its meeting held on 27th February, 2026, appointed Mr. Sreenivasa Rao Ravinuthala (DIN: 03271625), aged 70 years as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from 27th February, 2026 to 26th February, 2031 (both days inclusive) subject to the approval of the Members through a special resolution.

Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Pursuant to Section 110 of the Act, the Company may transact the proposed business by means of postal ballot.

The Nomination and Remuneration Committee (“NRC”) in its meeting held on 27th February, 2026 recommended the candidature of Mr. Sreenivasa Rao Ravinuthala as an Independent Director of the Company which was approved by the Board in its meeting held on 27th February, 2026.

In terms of Section 161(1) of the Act, he holds office up to the date of the ensuing Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, his appointment is required to be approved by the Members within three months from the date of his appointment. Accordingly, approval of the Members is being sought by way of Postal Ballot.

The Company has received from Mr. Sreenivasa Rao Ravinuthala:

- consent to act as a Director in Form DIR-2;
- declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- declaration of independence confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations;
- disclosure of interest in Form MBP-1 pursuant to Section 184(1) of the Act.

Further, the Company has received confirmation that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority and that he is registered with the Independent Directors Databank.

In the opinion of the Board, Mr. Sreenivasa Rao Ravinuthala is a person of integrity, possesses relevant expertise and experience and fulfills the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The resolution seeks the approval of members for the appointment of Mr. Sreenivasa Rao Ravinuthala as an Independent Director of the Company from 27th February, 2026 to 26th February, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

Additional information as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is provided in Annexure to this Notice.

Brief profile of Mr. Sreenivasa Rao Ravinuthala is as under:

Mr. Sreenivasa Rao Ravinuthala is an experienced finance and governance professional with over three decades of expertise in corporate finance, risk oversight, strategic restructuring, and regulatory compliance. He is a Fellow Member of the Institute of Cost Accountants of India and a qualified Insolvency Professional under the Insolvency and Bankruptcy Code, 2016, bringing strong financial stewardship and deep understanding of statutory and governance frameworks.

Throughout his career, Mr. Ravinuthala has led complex corporate restructuring and insolvency resolution assignments, including as Resolution Professional and Interim Resolution Professional for multiple entities, providing him with rich experience in stakeholder engagement, creditor committee governance, financial reporting, and compliance oversight. He has also been nominated as a Financial Expert to the Independent Evaluation Committee (IEC) by the Institute of Cost Accountants of India, evaluating restructuring proposals under regulatory guidelines.

Mr. Ravinuthala has significant experience working with financial institutions and regulatory authorities, and has been empaneled with major Indian banks, reinforcing his expertise in credit appraisal, risk assessment and strategic advisory. His board-level experience, analytical acumen, and governance perspective will contribute to strengthening the company's oversight and long-term strategic direction.

Details of Director(s) seeking appointment/ re-appointment/ regularization (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 read with Secretarial Standard -2 issued by ICSI is given below:

A	Name	Mr. Sreenivasa Rao Ravinuthala (DIN: 03271625)
B	Brief Profile	
	Age	70 years
	Educational Qualification	He is a Fellow Member of the Institute of Cost Accountants of India and a qualified Insolvency Professional
	Experience in specific Functional area	He is experienced finance and governance professional.
	Date of appointment on the Board of the Company	February 27, 2026
	Nature of expertise in functional areas	With over three decades of expertise in corporate finance, risk oversight, strategic restructuring, and regulatory compliance.
	Directorship in Other Companies	NIL
	Chairmanship/Membership of committees of other Companies (includes only Audit, Stakeholder & Relationship and Nomination & Remuneration Committee)	NIL
	No. of shares of Rs. 10/- each held by the Director	NIL
	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	NIL
	Terms and Condition of Appointment	For a period of 5 years.
	Number of meetings of the Board attended during the financial year 2025-26	Nil
	Name of Listed entities from which the Director has resigned in the past three years.	1. Kernex Microsystems (India) Limited (resigned on 29 th September, 2024)
	Remuneration last drawn	NA
	Remuneration proposed to Be drawn	He is entitled to sitting fee for attending board and committee meetings (if any) under the provisions of the Companies Act, 2013.

Affirmation that the person proposed to be appointed as Director is not debarred from holding the office by virtue of any SEBI Order or any other authority	Yes.
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None of the Directors, Key Managerial Personnel or their relatives, except Mr. Sreenivasa Rao Ravinuthala, to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board recommends the resolution no.1 of this postal ballot notice for the approval of the Members of the Company by passing a Special Resolution.

Item No. 2 - To consider and approve the Related Party Transaction(s) for the FY 2026-27.

The provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), require prior approval of the Members by way of an Ordinary Resolution for all material related party transactions if a transaction with a related party to be entered into individually or taken together with previous transactions during a financial year, exceed(s) the thresholds specified in Schedule XII of these regulations.

The Company proposes to enter transactions of Availing/ Providing of Services/goods/Loans/ Advance sale/ purchase/ supply/ loan/ debit note/ credit note/ guarantee/ mergers/ amalgamations/ rendering and availing services etc., for FY 2026-27 with related parties as provided in Resolution No. 2, from time to time, at the agreed terms of the transactions between the parties.

In respect of the transactions of sale/ purchase/ supply/ loan/ debit note/ credit note/ guarantee/ mergers/ amalgamations/ rendering and availing services etc., with Mr. Prashanth Mitta, CEO and Whole-time Director of the Company and with M/s. Rzeninfo Solutions Private Limited may or may not be in the ordinary course of business and on arm’s length basis.

Further, the said transactions may or may not qualify as material Related Party transactions under the Listing Regulations. However, the members’ approval is being sought in anticipation of being material related party transaction during the FY 2026-27. Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions is mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Prashanth Mitta, Whole-time Director & CEO of M/s.

Bodhtree Consulting Limited and also a common shareholder of both Bodhtree and Rzeninfo Solutions Private Limited.

Accordingly, the Board recommends the resolution no.2 of this postal ballot notice for the approval of the Members of the Company by passing an Ordinary Resolution.

Minimum Information to be provided to the Members for approval of RPTs:

In terms of SEBI Circular dated October 13, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated October 13, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

S No	Particulars of the Information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A1)	Basic details of the Related Party Transaction	
1	Name of the Related Party	Mr. Prashanth Mitta
2	Country of incorporation of the related party	NA
3	Nature of business of the related party	NA
A2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Whole-time Director & CEO, Shareholder
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation:	0.19%

	Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.							
A3)	Details of previous transactions with the related party							
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>Year</th> <th>Nature of transaction</th> <th>Amount (Rs. In Crores)</th> </tr> </thead> <tbody> <tr> <td>2025-26</td> <td>Rendering or availing services / loans / advances</td> <td>2.03</td> </tr> </tbody> </table>	Year	Nature of transaction	Amount (Rs. In Crores)	2025-26	Rendering or availing services / loans / advances	2.03
Year	Nature of transaction	Amount (Rs. In Crores)						
2025-26	Rendering or availing services / loans / advances	2.03						
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No						
A4)	Amount of the proposed transactions							
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Members.	Upto Rs.15 Crore for rendering or availing services including giving or taking loans etc.						
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No						
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Up to Rs. 15 Crore (250%)						
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and	NA						

	where the listed entity is not a party to the transaction)									
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA								
6	Financial performance of the related party for the immediately preceding financial year (FY 2024-25) (Rs.in Crores)	<table border="1"> <thead> <tr> <th>Particular</th> <th>Amount (Rs. In crores)</th> </tr> </thead> <tbody> <tr> <td>Standalone Turnover</td> <td>NA</td> </tr> <tr> <td>Standalone Networth</td> <td>NA</td> </tr> <tr> <td>Standalone Net Profits/loss</td> <td>NA</td> </tr> </tbody> </table>	Particular	Amount (Rs. In crores)	Standalone Turnover	NA	Standalone Networth	NA	Standalone Net Profits/loss	NA
Particular	Amount (Rs. In crores)									
Standalone Turnover	NA									
Standalone Networth	NA									
Standalone Net Profits/loss	NA									
A5)	Basic details of the proposed transaction									
1	Specific type of the proposed transaction	For rendering or availing services including giving loans								
2	Details of each type of the proposed Transaction	For rendering or availing services including giving loans								
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months from April 2026.								
4	Whether omnibus approval is being sought?	Yes								
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to Rs. 15 Crore during the FY 2026-27.								
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Mr. Prashanth being the WTD and CEO of the Company is willing to grant loans to Company as and when required.								
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.									
	a. Name of the Director/KMP	Prashanth Mitta								
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	0.19%								

8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision Making	Nil
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	NA
2	Basis of determination of price	NA
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	--
	b. Tenure	--
	c. Whether same is self- liquidating?	--
4	Any other information that may be Relevant	Nil

Minimum Information to be provided to the Members for approval of RPTs:

In terms of SEBI Circular dated October 13, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions” (“RPT Industry Standards”), the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated October 13, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

S No	Particulars of the Information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A1)	Basic details of the Related Party Transaction	
1	Name of the Related Party	Rzeninfo Solutions Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Information Technology Industry – Digitalization and allied activities
A2)	Relationship and ownership of the related party	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern	Common Shareholder – Mr Prashanth Mitta

	(financial or otherwise) and the following:			
	a) Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil		
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA		
	c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NA		
A3) Details of previous transactions with the related party				
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Year	Nature of transaction	Amount (Rs. In Crores)
		2025-26	Availing or rendering services/ advances/ loans	Nil, M/s. Rzeninfo Solutions Private Limited became a related party during the FY 2026-27
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil		
3	Any default, if any, made by a related party	No		

	concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.									
A4)	Amount of the proposed transactions									
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Members.	Upto Rs. 15 Crore for Sale/Purchase of Raw Material and Finished Goods and /or Services.								
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Up to Rs. 15 Crore (250%)								
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA								
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Up to Rs. 15 Crore (308.01%)								
6	Financial performance of the related party for the immediately preceding financial year (FY 2024-25) (Rs.in Crores)	<table border="1"> <thead> <tr> <th>Particular</th> <th>Amount (Rs. In crores)</th> </tr> </thead> <tbody> <tr> <td>Standalone Turnover</td> <td>4.87</td> </tr> <tr> <td>Standalone Networth</td> <td>1.32</td> </tr> <tr> <td>Standalone Net Profits/loss</td> <td>0.31</td> </tr> </tbody> </table>	Particular	Amount (Rs. In crores)	Standalone Turnover	4.87	Standalone Networth	1.32	Standalone Net Profits/loss	0.31
Particular	Amount (Rs. In crores)									
Standalone Turnover	4.87									
Standalone Networth	1.32									
Standalone Net Profits/loss	0.31									
A5)	Basic details of the proposed transaction									
1	Specific type of the proposed transaction	For availing or rendering services including giving or obtaining loans/								

		advances/ trade/ sale of assets or business etc
2	Details of each type of the proposed Transaction	For availing or rendering services including giving or obtaining loans/ advances/ trade/ sale of assets or business etc
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the FY 2026-27 (12 Months)
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to Rs. 15 Crore for the FY 2026-27
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The transactions with the related party are being carried in the best interest of the Company.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Prashanth Mitta is a common shareholder of Bodhtree and Rzeninfo Solutions Pvt Ltd and also the WTD & CEO of Bodhtree.
	a. Name of the Director/KMP	Mr. Prashanth Mitta
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	30%
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision Making	Nil
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	NA
2	Basis of determination of price	NA
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	Nil
	b. Tenure	Nil

	c. Whether same is self- liquidating?	Nil
4	Any other information that may be Relevant	None

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolution as set out in Item no. 2 of this Notice, for approval by the Members of the Company.

Mr. Prashanth Mitta, Whole-time Director & CEO of the Company and his relatives are deemed to be concerned or interested in resolution no. 2 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 2 of this Notice.

**By Order of the Board
For Bodhtree Consulting Limited**



**Vidhi Sharma
Company Secretary & Compliance Officer
M. No. A78734**

Date: 20th April, 2026

Place: Hyderabad