NOTICE

Notice is hereby given that the Forty Fourth (44th) Annual General Meeting of the Members of M/s. Bodhtree Consulting Limited will be held at the Registered Office of the Company situated at Workafella, Cyber Crown- 409, 423, Sec-II, HUDA Techno Enclave, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081 through Video Conference ("VC") / Audio-Visual Electronic Communication Means ("AVEC") on Wednesday, the 09th day of September, 2026 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2026, including Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Prashanth Mitta (DIN: 02459109), Whole-time Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Mr. Prashanth Mitta (DIN: 02459109), Whole-time Director of the Company, who retires by rotation at this Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To consider and approve the alteration of Object Clause of the Memorandum of Association of the Company.**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter and amend the existing Clause III.(A) of the Memorandum of Association of the Company relating to its Objects, by substituting the existing sub-clause (2) of Clause III.(A) of Memorandum of Association with the following new sub-clause (2), and that all other sub-clauses of Clause III.(A) shall remain unaltered and unchanged:

   2. To carry on the business of real estate owners, landlords, real estate agents, builders and promoters, and to purchase, take on lease, acquire, hold, develop, construct, improve, manage, sell, lease, let out, exchange and otherwise deal in land, buildings, houses, flats, offices, showrooms, residential units, shops, godowns, warehouses, agricultural land, farms, gardens, easements and other immovable property and rights of every kind, to act as trustees in connection with any such property, to carry on the business of producers, distributors and exhibitors, to acquire, hold, develop and otherwise deal in patents, factories, mines, industrial undertakings, business concerns, and other properties, rights and interests connected therewith, and to carry on such other business and do all such other acts and things as may be considered incidental or conducive to the attainment of the above objects.

   "RESOLVED FURTHER THAT Mr. Prashanth Mitta, CEO & Whole-Time Director (DIN: 02459109) and/or Ms. Vidhi Sharma, Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, desirable or expedient to give effect to this resolution, including filing the requisite forms, applications, declarations and undertakings, seeking such statutory and regulatory approvals as may be required with the Ministry of Corporate Affairs and submission of documents with any other authority, and settling any doubts or difficulties arising in this regard without being required to seek any further consent or approval of the Members."

4. **To consider and approve the Change of Name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the Company.**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules framed (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 45 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and all other acts, rules, regulations, circulars as may be applicable and subject to the approval of the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the consent of the members of the Company be and is hereby accorded to Change the Name of the Company from “Bodhtree Consulting Limited” to “Datakosa Limited” with effect from the date of issuance of a “Change of Name Certificate” in favour of the Company by the Registrar of Companies and consequently change the name of the Company wherever appearing in the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to approval of name change of the Company, the name “Bodhtree Consulting Limited” be substituted with “Datakosa Limited” wherever it appears in the Memorandum of Association and Articles of Association of the Company and Clause I of the Memorandum of Association of the Company be altered as under:

I. The name of the Company is Datakosa Limited.

“RESOLVED FURTHER THAT the name “Bodhtree Consulting Limited” wherever appearing in any of the documents/ records of the Company be substituted by the new name “Datakosa Limited” in accordance with the provisions of applicable laws.”

“RESOLVED FURTHER THAT Mr. Prashanth Mitta, Whole-time Director & Chief Executive Officer and/or Ms. Vidhi Sharma, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary and to take all such steps as may be required to expedient to give effect to this resolution including filing of e-forms with concerned authorities”

5. **To approve further issuance of upto 23,52,940 equity shares of the Company having face value of ₹10/- each on Preferential Basis to the Non-Promoter investors for cash consideration..**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and the provisions of Foreign Exchange Management Act, 1999 (“FEMA”) and rules and regulations framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force; and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), the Listing Agreements entered into by the Company with the BSE Limited; and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of corporate Affairs, Government of India, the Securities and Exchange Board of India (“SEBI”), the BSE Limited, and any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard and the enabling provisions of the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, up to 23,52,940 (Twenty Three Lakh Fifty Two Thousand Nine Hundred and Forty) equity shares of face value ₹10/- (Rupees Ten only) each, for cash at an issue price of ₹17/- (Rupees Seventeen only) per share including a premium of ₹7/- (Rupees Seven only) per share, determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating up to ₹3,99,99,980/- (Rupees Three Crore Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Eighty only) and on such other terms and conditions as the Board may determine, to the below mentioned persons / entities (Proposed Allottees) under non-promoter category:

S. No.	Details of the Proposed Allottee(s)			Category	No. of Equity Shares proposed to be allotted upto
	Name and PAN of Proposed Allottee(s)	Name and PAN of Ultimate Beneficiary Owner (UBO)	Address of the Proposed Allottee(s)		
1	M/s. Nerdix Technologies LLP PAN: ABAFN3553G	Mr. Tanguturi Pruthvi Krishna (PAN: AGTPT0010A); Mrs. Tanguturi Swetha (PAN: ANFPJ3832P)	Plot 45, Sai Suraksha, Enclave, Dammaiguda, Nagaram (K.V. Rangareddy), Jawaharnagar Police Station, Rangareddy, Hyderabad-500083, Telangana, India	Non-Promoter (Body Corporate)	11,76,470

2	M/s. Virello Estates LLP PAN: ABCFV6029M	Mr. Kasireddy Sriker Reddy (PAN: DIAPK6219Q); Mr. Gouravaram Nageshwar Reddy (PAN: AEOPG8696N)	Plot No. 195, Teachers Colony BN Reddy Nagar, Karmanghat, Meerpet Police Station, Saroornagar, K.V Rangareddy- 500079, Telangana, India	Non-Promoter (Body Corporate)	11,76,470
Total					**23,52,940**

"RESOLVED FURTHER THAT in accordance with Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the pricing of the equity shares to be allotted shall be August 10, 2026, being the date 30 (thirty) days prior to the date of this Annual General Meeting, i.e., September 9, 2026."

"RESOLVED FURTHER THAT the equity shares to be so allotted shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to lock-in as prescribed under Regulation 167 of the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT the issue and allotment of the equity shares shall be on the following terms and conditions:

i. The proposed allottees shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;

ii. The consideration for allotment of equity shares shall be paid to the Company by the proposed allottees from their bank accounts;

iii. The pre-preferential shareholding of the proposed share allottees, if any, and equity shares to be allotted to the proposed allottees shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time;

iv. Allotment of the equity shares shall be made only in dematerialised form. The monies to be received by the Company from the proposed allottees for application of the equity shares pursuant to this preferential issue shall be kept in a separate bank account of the Company and shall be utilized in accordance with section 42 and 62 of the Companies Act;

v. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution, or, where the allotment is pending on account of receipt of in-principle approval of the stock exchange(s) for such issue, within a period of 15 (Fifteen) days from the date of receipt of such in-principle approval, whichever is later; and

vi. The equity shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company."

"RESOLVED FURTHER THAT the issue price of ₹17/- (Rupees Seventeen only) per share, including a premium of ₹7/- (Rupees Seven only) per share is not less than the floor price arrived at in accordance with Regulation 164 of the ICDR Regulations, computed by reference to the Relevant Date."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

"RESOLVED FURTHER THAT in connection with any of the aforesaid resolutions, the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to execute and deliver any documents, papers and to do or cause to be done any or all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the aforesaid resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

By Order of the Board

For Bodhtree Consulting Limited

Vidhi Sharma
Company Secretary & Compliance Officer
Membership No. A78734

Date: August 11, 2026
Place: Hyderabad

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 3/2025 dated September 22, 2025, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, September 25, 2023 and September 19, 2024, (collectively referred to as "MCA Circulars"), inter-alia allowed conducting of AGM through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020, which does not require physical presence of the Members, Directors, Auditors and other persons at common venue. In compliance with the provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circular and all other relevant circulars issued from time to time, the 44th AGM of the Company is being conducted through VC / OAVM facility. The deemed venue for the 44th AGM shall be the Registered Office of the Company situated at Workafella, Cyber Crown- 409, 423, Sec-II, HUDA Techno Enclave, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC / OAVM is given in the Notice Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not attached to this Notice.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of items of special business is annexed hereto and forms part of the Notice.
3. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and kindly give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc.

   In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase -II, Gachibowli, Hyderabad – 500032, by enclosing a photocopy of blank cancelled cheque of your bank account.
4. As per Regulation 40 of the Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. Even the transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form with effect from January, 24, 2022. In view of this and to eliminate all the risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Venture Capital and Corporate Investments Pvt. Ltd., AURUM, Door No.4-50/P-II/57/4F & 5F, Plot No.57, 4th & 5th Floors, Jayabheri Enclave Phase -II, Gachibowli, Hyderabad – 500032, is the Registrar & Share Transfer Agent (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
5. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and are requested to send the relevant share certificates to the RTA/Company.
6. Corporate members intending to allow their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
7. Members holding shares in physical form are informed to furnish their bank account details to the RTA to have the same printed on the dividend warrants so as to avoid any possible fraudulent encashment / misuse of dividend warrants by others.
8. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
9. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
10. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/DOP/CIR-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circular, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA. Securities and Exchange Board of India (SEBI) vide its Circular

dated November 3, 2021, December 15, 2021 and March 16, 2023, has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023. Members are requested to submit their PAN, KYC and nomination details to the RTA of the Company Venture Capital and Corporate Investments Pvt. Ltd. The format of mandatory KYC documents is available on the Company's Website www.bodhtree.ai. Members holding shares in electronic form are, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or the Prevention of Money Laundering Act, 2002.

11. Members may also note that the Notice of the 44th Annual General Meeting is available on the Company's website: www.bodhtree.ai. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at cosecy@bodhtree.ai.

    In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2025-26 will also be available on the Company's website at www.bodhtree.ai, on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com.

    To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode, respectively.

12. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.

13. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.

14. Retirement of Directors by rotation: Mr. Prashanth Mitta (DIN: 02459109), Whole-time Director of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment. The Board of directors recommend his re-appointment.

Instructions for E-VOTING

CDSL e-Voting System – For e-voting during AGM

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, the Chairman of the Nomination and Remuneration Committee and the Chairman of the Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bodhtree.ai. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(i) The remote e-voting period begins on Sunday, September 06, 2026 at 09.00 A.M. and ends on Tuesday, September 08, 2026 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, September 03, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Board of Directors have appointed Mr. Y Ravi Prasada Reddy, Practising Company Secretary, having C.P No. 5360, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

(iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under 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 shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders 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 shareholders.

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/ home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/ Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/ Evoting Login. The system will authenticate the user by sending OTP on registered Mobile and 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.

<table>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL Depository</td><td>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.nsdl.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 see e-Voting services. Click on "Access to e-Voting" under e-Voting services 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 or joining virtual meeting and voting during the meeting.
2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https:// eservices.nsdl.com/Secure Web/IdeasDirectReg.jsp
3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 or joining virtual meeting and voting during the meeting.
4) For OTP based login you can click on https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting.
NSDL Mobile App is available on
App Store Google Play</td></tr>
<tr><td>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</td><td>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 the 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 or joining virtual meeting and voting during the meeting.</td></tr>
</table>

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

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

Login type	Helpdesk details
Individual Shareholders 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 toll free no. 1800 21 09911

Individual Shareholders 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.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for e-Voting and joining virtual meetings for physical shareholders and shareholders other than individual holding in Demat form:

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders 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. • 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.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 resolutions 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 your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders 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: 260812012 for the relevant Company, i.e., Bodhtree Consulting Limited, on which you choose to vote.

(xi) On the voting page, you 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 you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You 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) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "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 and 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 shareholders are required mandatory 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 and to the Company at the email address viz; cosecy@bodhtree.ai, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cosecy@bodhtree.ai. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cosecy@bodhtree.ai. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through AVC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- 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/RTA email id.

2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM and 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 to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

General Instructions

i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date i.e., Thursday, September 03, 2026.

ii. The scrutinizer shall, immediately after the conclusion of voting at the AGM, unlock the votes through e-voting and remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the Meeting, a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.bodhtree.ai and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., September 09, 2026.

iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PURSUANT TO REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 TO THE ACCOMPANYING NOTICE DATED AUGUST 11, 2026.

Item No. 3 – Alteration of Object Clause of Memorandum of Association.

The existing sub-clause (2) of the Main Objects contained in Clause III(A) of the Memorandum of Association of the Company includes various objects relating to the business of financiers, money lenders, hire purchase dealers, brokers and dealers in shares, stocks, debentures and other securities, and other financial activities. The Company is not presently carrying on any such activities and does not intend to carry on in future.

The Board of Directors, at its meeting held on Tuesday, August 11 2026, considered it appropriate to alter the said sub-clause (2) by removing the words and expressions relating to finance and financial activities, so as to align the Objects Clause with the Company's actual business and to provide the Company with greater flexibility to undertake and expand into allied and complementary business activities, including activities relating to infrastructure, real estate, construction, media production and industrial undertakings, as may be considered appropriate by the Company from time to time. The proposed alteration will enable the Company to pursue its business objectives and explore suitable opportunities in accordance with applicable laws and regulatory requirements.

Pursuant to Section 13 of the Companies Act, 2013, any alteration of the Objects Clause of the Memorandum of Association requires the approval of the Members of the Company by way of a Special Resolution.

A copy of the Memorandum of Association of the Company, along with the proposed alterations thereto, is available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of the Annual General Meeting, and shall also be available for inspection electronically, and at the venue of the Meeting.

Your Board of Directors recommend the Resolution set out at Item No. 3 for the approval of the shareholders of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution except as holders of shares in general.

Item No. 4 - Change of name of the Company and consequential amendment to the Memorandum of Association and Articles of Association.

The Company has successfully completed the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016. The Resolution Plan submitted by Mr. Santosh Kumar Vangapally ("Successful Resolution Applicant") was approved by the Hon'ble National Company Law Tribunal, Hyderabad Bench, vide its order dated December 12, 2023. Pursuant to the approval and implementation of the Resolution Plan, the control and management of the Company were transferred to the Successful Resolution Applicant(s), and the new management formally took over the affairs of the Company.

Following this transition, the present/new management has reviewed the Company's business strategy, service portfolio and brand positioning, and re-oriented its operations towards data engineering, analytics and technology consulting under a renewed business vision. Keeping in view of the proposed business lines/activities it is proposed to change the name of the Company as “Datakosa Limited”.

Based on the resolution passed Board of Directors’ dated July 28, 2026 the Company has made an application to the Registrar of Companies for ascertaining availability of the proposed new name “Datakosa Limited”. Accordingly, the Company has obtained the name availability of “Datakosa Limited” from the Registrar of Companies vide its letter dated August 05, 2026 vide SRN AC4937983 from the Registrar of Companies, Central Registration Centre, confirming no objection to the change of name of the Company to "Datakosa Limited". Further, the Board of Directors, at its meeting held on Tuesday, August 11, 2026, approved the change of name of the Company from "Bodhtree Consulting Limited" to "Datakosa Limited" and the consequential amendments to the Memorandum of Association and Articles of Association, subject to approval of the members by way of a Special Resolution and such other statutory, regulatory or governmental approvals as may be required.

The proposed change of name would not result in any change in the legal status, constitution, significant operations or activities of the Company, nor would it affect any rights or obligations of the Company, its members, creditors or other stakeholders.

Pursuant to Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate confirming compliance with the conditions specified under Regulation 45(1) of the said Regulations, issued by the Statutory Auditors of the Company, M/s. RSM & Associates, Chartered Accountants (Firm Registration No. 002813S), through CA. E. Madhusudhana Reddy, Partner (Membership No. 202308), is accessible at http://files.bodhtree.ai/wp-content/uploads/2026/08/Reg45-Name-change-certificate-F.pdf The Company has complied with Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and a copy of the said certificate is available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays and Sundays) during business hours, up to the date of the Annual General Meeting. The said certificate shall also be available for electronic inspection by the Members by sending a request via e-mail to cosecy@bodhtree.ai.

Your Board of Directors recommend the Resolution set out at Item No. 4 for the approval of the shareholders of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution except as holders of shares in general.

Item No. 5 – Further Issuance of up to 23,52,940 equity shares of the Company having face value of ₹10/- each on Preferential Basis to the Non-promoter investors for cash consideration.

The Board of Directors of the Company ("Board"), at its meeting held on August 11, 2026, has, subject to the approval of the Members and such other statutory and regulatory approvals as may be required, approved the proposal to create, offer, issue and allotment, in one or more tranches, of upto 23,52,940 (Twenty-Three Lakh Fifty-Two Thousand Nine Hundred and Forty) fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten only) each, for cash at an issue price of ₹17/- (Rupees Seventeen only) per Equity Share including a premium of ₹7/- (Rupees Seven only) per Equity Share, aggregating to ₹3,99,99,980/- (Rupees Three Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Eighty only) by way of a preferential issue on a private placement basis to M/s. Nerdix Technologies LLP and M/s. Virello Estates LLP ("Proposed Allottees"), both belonging to the non-promoter category ("Preferential Issue").

In terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("PAS Rules"), Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules") and Regulation 160 and other applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), a Company can undertake a preferential issue of securities only with the prior approval of its members by way of a special resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution as set out at Item No. 5 of the Notice.

The information as required under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and as per the provisions of the Companies Act, 2013 read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

1. **Objects of the Preferential Issue**

   The proceeds of the proposed Preferential Issue will be utilised to meet the Company’s working capital requirements, support the expansion and scaling-up of its existing business operations, fund general corporate and administrative requirements, and strengthen its overall financial position. The funds may also be utilised for other business-related and permissible purposes, including new business opportunities, projects and operational requirements, as may be determined by the management from time to time, subject to applicable laws and regulatory approvals.

   In terms of the BSE Circular No. 20221213-47 dated 13 December, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the issue proceeds at the discretion of the Board, subject to compliance with applicable laws.

2. **Utilization of Gross Proceeds**

Sr No.	Particulars	Total estimate amount to be funded form proceeds (₹ In Crores)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Expansion and growth: Funding the Company's business expansion plans, including investments in artificial intelligence and related technology capabilities, strategic investments in real estate, capital expenditure, and other strategic/growth-linked initiatives as may be undertaken by the Company from time to time.	3.19 Cr	Within 12 months from the date of receipt of the issue proceeds
2.	General Corporate Purposes: Meeting ongoing general corporate exigencies and contingencies, working capital requirements and expenses of the Company, and other general corporate purposes as may be permissible under applicable laws.	0.80 Cr	Within 12 months from the date of receipt of the issue proceeds.
	Total	3.99 Cr	

3. **Monitoring of Utilization of Funds**

In terms of Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the appointment of a monitoring agency is mandatory where the aggregate size of the issue exceeds ₹100 crore. As the aggregate size of the proposed preferential issue under Item No. 5 of this Notice does not exceed ₹100 crores, the requirement to appoint a Monitoring Agency is not applicable to the Company, and accordingly, no Monitoring Agency has been appointed to monitor the utilisation of the proceeds of the Preferential Issue.

The Company shall, nonetheless, make the requisite disclosures regarding the utilisation of the issue proceeds in the manner prescribed under the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

4. **Relevant Date**

In terms of Regulation 161 of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of pricing under Regulation 164 is Monday, August 10, 2026, being the date 30 (thirty) days prior to the date of the AGM scheduled to be held on Wednesday, September 09, 2026.

5. **The price or price band at/within which the allotment is proposed/ basis on which the price has been arrived at**

The equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded within the meaning of Regulation 164(5) of the SEBI ICDR Regulations.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the floor price is the higher of: (a) the 90 trading days' volume weighted average price ("VWAP") of the equity shares preceding the Relevant Date, i.e., ₹16.79 /- (Rupees Sixteen and Paisa Seventy Nine only) per equity share; and (b) the 10 trading days' VWAP of the equity shares preceding the Relevant Date, i.e., ₹15.99/- (Rupees Fifteen and Paisa Ninety Nine only) per equity share.

Accordingly, the floor price is ₹16.79/- (Rupees Sixteen and Paisa Seventy Nine only) per equity share. The proposed issue price of ₹17/- (Rupees Seventeen only) per Equity Share including a premium of ₹7/- (Rupees Seven only) per Equity Share is higher than the floor price so determined and is hence in compliance with Regulation 164 of the SEBI ICDR Regulations.

The Articles of Association of the Company do not provide for any method of determination of price which results in a floor price higher than that determined under the SEBI ICDR Regulations.

Since the Preferential Issue is not likely to result in a change in control of the Company, and the allotment to each Proposed Allottee (together with persons acting in concert, if any) does not exceed 5% (five per cent) of the post-issue fully diluted share capital of the Company, a valuation report from an independent registered valuer under Regulation 166A of the SEBI ICDR Regulations is not required.

The equity shares of the Company have been listed on the Stock Exchanges for a period of more than 90 (ninety) trading days prior to the Relevant Date, accordingly, re-computation of the issue price under Regulation 164(3) of the SEBI ICDR Regulations, and the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations is not applicable.

The certificate from M/s. RPR & Associates, Practicing Company Secretaries, certifying compliance of the Price for the Preferential Issue of the Company with the pricing formula prescribed under Chapter V of the SEBI ICDR Regulations, is available on the Company's website and is accessible at https://files.bodhtree.ai/wp-content/uploads/2026/08/PCS-Pricing-Certificate-Preferential-Issue-.pdf

6. **Lock-in Period:**

The Equity Shares allotted to the Proposed Allottees (being persons other than the promoter and promoter group) shall be locked-in for a period of 6 (six) months from the date of trading approval, in terms of Regulation 167(2) of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 (ninety) trading days from the date of trading approval, in terms of Regulation 167(6) of the SEBI ICDR Regulations.

None of the Proposed Allottees hold any shares in the Company as on the Relevant Date and as on the date of this Notice. Accordingly, the requirement of lock-in of pre-preferential allotment shareholding under Regulation 167(6) of the SEBI ICDR Regulations is not applicable to the present preferential issue.

7. **Maximum number of specified securities to be issued:**

Upto 23,52,940 (Twenty-Three Lakh Fifty-Two Thousand Nine Hundred and Forty) fully paid-up equity shares of face value of ₹10/- (Rupees Ten only) each of the Company, to be issued and allotted on a preferential basis by way of private placement, for cash, at an issue price of ₹17/- (Rupees Seventeen only) per Equity Share including a premium of ₹7/- (Rupees Seven only) per Equity Share.

8. **Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer**

None of the promoters, members of the promoter group, directors, key managerial personnel or senior management of the Company intend to subscribe to the Preferential Issue in their individual capacity.

9. **Shareholding pattern of the Company before and after the preferential issue (on a fully diluted basis)**

Sl. No	Category	Pre Issue Shareholding		Post Issue Shareholding	
		No of shares held	% of share holding	No of shares held	% of share holding
A	**Promoters holding:**				
1	Indian:				
	Individuals	1,59,99,995	73.17	1,59,99,995	66.07
	Bodies Corporate	-	-	-	-
	Sub Total (A)	**1,59,99,995**	**73.17**	**1,59,99,995**	**66.07**
B	**Non- Promoters holding:**				
1	Institutional Investors - Domestic	10,000	0.05	10,000	0.04
	Institutional Investors - Foreign	-	-	-	-
2	Non-Institution:				
	Bodies Corporate	4,07,651	1.86	27,60,591	11.40
	Directors and Relatives	41,680	0.19	41,680	0.17
	Indian Public	43,69,688	19.98	43,69,688	18.04
	Others (Including NRIs)	10,36,556	4.74	10,36,556	4.28
	Sub Total (B)	**58,65,575**	**26.83**	**82,18,515**	**33.93**
	Grand Total	**2,18,65,570**	**100.00**	**2,42,18,510**	**100.00**

Note: The pre and Post Shareholding was on a fully diluted basis.

10. **Time frame within which the preferential issue shall be completed**

In terms of Regulation 170 of the SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

11. **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees; The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the Company consequent to the preferential issue is as follows**:

Sl. No	Name of the proposed allotee	Category (promoter /non promoter)	Ultimate Beneficial Owners (If applicable)	Pre-Issue Equity holding		No. of Equity Shares proposed to be allotted	Post issue Equity holding	
				No. of shares	% of holding		No. of shares	% of holding
1.	M/s. Nerdix Technologies LLP	Non-Promoter (Body Corporate)	Mr. Tanguturi Pruthvi Krishna (PAN: AGTPT0010A) Mrs. Tanguturi Swetha (PAN: ANFPJ3832P)	-	-	11,76,470	11,76,470	4.86
2.	M/s. Virello Estates LLP	Non-Promoter (Body Corporate)	Mr. Kasireddy Sriker Reddy (PAN: DIAPK6219Q) Mr. Gouravaram Nageshwar Reddy (PAN: AEOPG8696N)	-	-	11,76,470	11,76,470	4.86
Total				-	-	23,52,940	23,52,940	9.72

Note: There is no change in control of the Company post preferential issue except change in percentage of shareholding by the respective shareholders of the Company.

12. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

There will be no change in the management or control of the Company pursuant to the Preferential Issue except to the extent of change in percentage of shareholding by the respective shareholders of the Company.

13. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so

The provisions of Regulation 166 of the SEBI ICDR Regulations relating to re-computation of price are not applicable to the present preferential issue, since the equity shares of the Company have been listed on the recognized stock exchange(s) for a period of more than 90 (ninety) trading days prior to the Relevant Date, and accordingly, the Company is not required to re-compute the price of the equity shares proposed to be allotted.

14. Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees

Since the provisions of Regulation 166 relating to re-computation of price are not applicable to the present preferential issue, the undertaking under Regulation 167(3) that the specified securities shall continue to be locked-in until payment of any shortfall arising from re-computation of price is also not applicable.

15. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.

16. Current and proposed status of the allottees post the Preferential Issue (promoter or non-promoter)

The Proposed Allottees currently belong to the non-promoter (public) category and shall continue to be classified as non-promoters after the Preferential Issue.

17. Certificate from a Practicing Company Secretary (Regulation 163(2))

A compliance certificate has been obtained from M/s. RPR & Associates, Practising Company Secretaries (Membership No. 5783; CP No. 5360), certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations. The said compliance certificate has been placed on the website of the Company at http://files.bodhtree.ai/wp-content/uploads/2026/08/PCS-Compliance-Certificate-Preferential-Issue.pdf and shall also be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays and Sundays) during business hours, up to the date of the Annual General Meeting, for electronic inspection by sending a request via e-mail to cosecy@bodhtree.ai, and at the venue of the Annual General Meeting.

18. Listing

The Company shall make application to BSE on which its existing equity shares are listed, for in-principle approval and for listing and trading of the Equity Shares proposed to be allotted.

19. **Terms of Issue of the Equity Shares**

The issue and allotment of the equity shares shall be on the following terms and conditions:

i. The proposed allottees shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;

ii. The consideration for allotment of equity shares shall be paid to the Company by the proposed allottees from their bank accounts;

iii. The pre-preferential shareholding of the proposed share allottees, if any, and equity shares to be allotted to the proposed share allottees shall be locked-in as prescribed under the ICDR Regulations from time to time.

iv. Allotment of the equity shares shall be made only in dematerialised form. The monies to be received by the Company from the proposed allottees for application of the equity shares pursuant to this preferential issue shall be kept in a separate bank account of the Company and shall be utilized in accordance with section 42 and 62 of the Companies Act;

v. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution, or, where the allotment is pending on account of receipt of in-principle approval of the stock exchange(s) for such issue, within a period of 15 (Fifteen) days from the date of receipt of such in-principle approval, whichever is later; and

vi. The equity shares so allotted shall rank pari-passu in all respects with the existing equity shares of the Company.

20. **The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price**

Not Applicable, since the Company has not made preferential issue of any Security during the year.

21. **Undertakings:**

I. None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

II. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.

III. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

IV. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

V. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed.

VI. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders’ approval by way of special resolution;

VII. The Company is in compliance with the conditions for continuous listing;

VIII. Since the Equity Shares have been listed on the recognized stock exchange(s) for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price of the Equity Shares in terms of Regulation 166 of the SEBI ICDR Regulations; and

IX. The Proposed Allottees and the promoter and promoter group have not sold any equity shares during 90 trading days preceding the Relevant Date.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5, except to the extent of their shareholding, if any, in the Company.

The Board is of the view that the Preferential Issue is in the best interests of the Company and its shareholders and accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

By Order of the Board

For Bodhtree Consulting Limited

Vidhi Sharma
Company Secretary & Compliance Officer

Date: August 11, 2026
Place: Hyderabad

Annexure

Details of Director(s) seeking appointment/ re-appointment/ regularization/ retire by rotation at the Annual General Meeting (Pursuant to Reg.36 (3) of SEBI (LODR) Regulations, 2015 is given below:

A	Name	Mr. Prashanth Mitta (DIN: 02459109)
B	Brief Profile	
	i) Age	50 Years
	ii) Educational Qualification	Prashanth holds the master's degree in business administration (MBA) from MIM New Delhi, spent over a decade advancing through a series of Leadership positions.
	iii) Experience in specific functional area	Prashanth Mitta has overall 25 years of experience in operational activities setting strategic goals, reflecting the steady growth of the organization's strong offshore facility, enhancing customer satisfaction. Prashanth is also responsible for building the efficiency of business procedures aligning the same with organizational objectives and managing the procurement process, resource allocation, budgets to promote profitability and customer support processes. He gained significant global experience by heading operations and Business Development for Two Firms and has led multiple outsourcing Programs and running P & L accounts. Prashanth is an excellent organizational leader with outstanding people skills, in depth knowledge of diverse business functions and principles processes and customer service sectors.
	iv) Date of appointment on the board of the Company	02nd May 2024
C	Nature of expertise in functional area	Operations, Human Resource Management and Business Development.
D	Directorship held in other Companies (excluding foreign and Section 8 Companies)	Nil
E	Chairmanship/ Membership of committees of other Companies (includes only Audit, Stakeholders Relationship and Nomination & Remuneration Committee)	Nil
F	No. of shares of ₹10/- each held by the Director	41,680 shares
G	Relationship between Directors inter se (As per section 2(77) of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014)	Nil
H	Terms and Condition of appointment	Being appointed as Whole-time Director of the Company by way of retire by rotation.
I	Number of meetings of the Board attended during the financial year 2025-26	10 out of 10
J	Remuneration last drawn	24.00 lakh p.a.
K	Remuneration proposed to be drawn	24.00 lakh p.a.