

Date: 30.09.2022

To
Listing Compliance Department
M/s. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Dear Sir/Madam,

Sub: **Proceedings of 40th Annual General Meeting of the Company.**
Ref: Scrip Code. BODHTREE / 539122

With reference to the captioned subject, we would like to inform you that the 40th Annual General Meeting (AGM) of the Company was held on Friday, the 30th day of September, 2022 at 10:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") and the business mentioned in the Notice convening the AGM dated 06th September, 2022 was duly transacted.

Pursuant to Regulation 30 read with Schedule III (A)(10)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 40th AGM of the Company are enclosed herewith at Annexure-I.

We will separately intimate the voting results to the stock exchange.

We request to take the same on your record.

Thanking you,

Yours sincerely,
For Bodhtree Consulting Limited



L N Ramakrishna
(DIN: 03623543)
Director



Encl: A/a

ANNEXURE-I**SUMMARY OF THE PROCEEDINGS OF THE 40TH ANNUAL GENERAL MEETING OF BODHTREE CONSULTING LIMITED**

The 40th Annual General Meeting of Bodhtree Consulting Limited was held on Friday, the 30th day of September, 2022 at 10:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Directors present through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"):

1. Mr. Santosh Kumar Vangapally – Whole-time Director
2. Ms. Subhashini– Independent Director and Chairman of the Audit Committee
3. Mr. Anil Ruben - Independent Director & Chairman of Stakeholder Relationship Committee
4. Mr. Naveen Erva - Independent Director & Chairman of Nomination and Remuneration Committee

All the Directors were present at this meeting through VC/OAVM

Mr. Pattabiraman - Independent Director

Mr. L N Rana Krishna – Director

Mr. Rajesh Katragadda – Independent Director

Could not attend the meeting due to their pre-occupations.

In attendance of the following persons present through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"):

1. Mr. Surya Prakash Perumalla– Secretarial Auditor and Scrutinizer
2. Ms. Afsana Shaik, HR Executive (Host of the Meeting)

- The meeting commenced at 10.00 A.M.
- The meeting was attended by 32 members through VC or OAVM..
- Mr. Santosh Kumar Vangapally, Director chaired the meeting and conducted the proceedings of the meeting. The requisite quorum being present, the chairman called the meeting to order.
- The members were informed that this Annual General Meeting was held through VC or OAVM in accordance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India in the light of the COVID-19 pandemic. Accordingly, the Company has provided the facility for joining the meeting through VC or OAVM for the members and the Company has taken all requisite steps to

facilitate members to participate at the AGM and cast their vote on items considered in the AGM as per the AGM Notice.

- Further informed that the Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice of AGM and Members who have not cast their votes electronically and were participating in the meeting can cast their votes during the meeting through the venue e-voting system provided by Central Depository Services (India) Limited (CDSL). The members were further informed that the Board of Directors appointed Mr. Surya Prakash Perumalla, Practicing Company Secretary, as the scrutinizer to supervise the e-voting process. The results along with scrutinizer report will be uploaded on the website of the Company and on the website of CDSL and also be submitted to BSE.
- The Chairman of the meeting and Mr. Anil, Director had delivered his speech on the business and performance highlights of the Company.
- The Annual Report for the year ended 31 March, 2022 along with Notice of this meeting, Board's Report, Auditor's Reports and the Audited Financial Statements of the Company as circulated to the members, were taken as read.
- The Chairman opened the Question and Answers session, However no questions were raised by the shareholders.
- Chairman read the agenda items of 40th AGM Notice for the information of members.

ORDINARY BUSINESS:

1. a) Adoption of Audited Standalone Financial Statements.
b) Adoption of Audited Consolidated Financial Statements.
2. Appointment of Mr. L N Ramakrishna as Director, liable to retire by rotation.
3. Appointment of Statutory Auditors of the Company -M/s. RSM and Associates, Chartered Accountants, (Firm Registration No. 002813S)

SPECIAL BUSINESS

4. Re-classification of members of Promoter Group of the Company
 5. Approval of existing as well as new material related party transactions with Bodhtree Consulting LLC and other related parties
- The members were informed that results of voting, along with the Scrutinizer's Report will be placed on the Company's website and the website of CDSL after the result is declared by the Chairman and the same will also be communicated to the Stock Exchange.

REGISTERED & CORPORATE OFFICE :

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

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

CIN : L74140TG1982PLC040516

- The members were also informed that the resolutions, if passed, shall be considered as passed effective today i.e. 30th September, 2022.
- The Annual General Meeting was concluded at 10.33 a.m. with vote of thanks.

You are requested to take the above information on your records.

Thanking you

Yours sincerely,

For Bodhtree Consulting Limited



L N Ramakrishna
(DIN: 03623543)
Director



**REGISTERED & CORPORATE OFFICE :**

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

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

CIN : L74140TG1982PLC040516

Date: 30th September, 2022

To
Listing Compliance Department
M/s. BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam

Sub: Submission of voting results of the 40th Annual General Meeting (AGM) including e-voting, as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

Ref: Scrip code. BODHTREE / 539122

We are pleased to inform that the 40th Annual General Meeting of the Company was held on 30th September, 2022 and all the following resolutions have been passed with the requisite majority through remote e-voting including e-voting during the AGM.

SI No	Description	Resolution Type
Ordinary Business		
1a.	Adoption of Audited Standalone Financial Statements for the financial year ended 31st March, 2022, the Balance Sheet as at that date and the Reports of the Directors and Auditors there on	Ordinary
1b.	Adoption of Audited Consolidated Financial Statements for the financial year ended 31 st March, 2022 and the report the Balance Sheet as at that date and the Reports of the Directors and Auditors there on	
2	Appointment of Mr. Lakkimsetti Naga Ramakrishna (DIN: 03623543) Non-executive Director, who retires by rotation and being eligible offers himself for reappointment.	Ordinary
3	Appointment of Statutory Auditors of the Company - M/s. RSM and Associates, Chartered Accountants, (Firm Registration No. 002813S)	Ordinary
Special Business		
4	Re-classification of members of Promoter Group of the Company	Ordinary
5	Approval of existing as well as new material related party transactions with Bodhtree Consulting LLC and other related parties	Ordinary

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Level-2, Wing-A, Melange Towers, Patrika Nagar,
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CIN : L74140TG1982PLC040516

Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, we furnish below the details / results of the voting at the 40th AGM held on 30th September, 2022 in the prescribed format along with combined scrutinizer report (both remote e-voting and e-voting during the AGM).

Sl No	Description					
1	Date of AGM					30-09-2022
2	Cut off Date for e-voting					23-09-2022
3	Total Number of Shareholders on Record date					4460
4	Number of Shareholders present in the meeting either in person or through proxy					NA
5	Shareholders	Present in Person	Present through proxy	Total	Shares	% to Capital
	Promoter and Promoter Group	0	0	0	0	0
	Public	32	0	32	6,97,566	3.50
	Total	32	0	32	6,97,566	3.50
6	Number of shareholders attended the meeting through Video conferencing					32

Category wise Report for each Resolution in the prescribed format is enclosed at **Annexure-I** which was consolidated for the e-voting including voting at AGM along with combined scrutinizer report (both remote e-voting and ballot).

We request you to take the same on record.

Thanking you

Yours truly

For **Bodhtree Consulting Limited**

L.N. Rama Krishna

L.N. Rama Krishna

Director

DIN: 02623543



Encl: A/a.

ANNEXURE – I

BODHTREE CONSULTING LIMITED	
Date of the AGM	30-09-2022
Total number of shareholders on record date	4460
Number of shareholders present in the meeting either in person or through proxy:	
Promoters and Promter Group:	Not Applicable
Public:	Not Applicable
Number of shareholders attended the meeting through video conferencing:	
Promoters and Promter Group:	0
Public:	32

Resolution No.	1									
Resolution required: (Ordinary / Special)	Ordinary – Adoption of Financial Statements									
Whether promoter / promoter group are interested in the agenda / resolution – No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	No.of Invalid Vates (6)	% of votes in favour on votes polled (7) = [(4)/(2)*100	% of votes against on votes polled (8) = [(5)/(2)]*100	% of Invalid Votes on vates polled(9)=[(6)/(2)]*100
Promoter and Promoter Group	E-voting	8227100	8167000	99.2695	8167000	0	0	100	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total	8227100	8167000	99.2695	8167000	0	0	100	0	0
Public - Institutions	E-voting	100000	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total	100000	0	0	0	0	0	0	0	0
	E-voting	10731136	1076764	10.034	1076600	164	0.00	99.99	0.01	0.00

Public – Non Institutions	Poll		0	0	0	0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total	10731136	1076764	10.034	1076600	164	0.00	99.99	0.01	0.00
Total		19958236	9243764	46.31	9183500	164	0.00	99.99	0.01	0.00

Resolution No.	2									
Resolution required: (Ordinary / Special)	Ordinary – Appointment of Mr. L N Ramakrishna (DIN: 03623543), liable to retire by rotation									
Whether promoter / promoter group are interested in the agenda / resolution – No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	No. of Invalid Votes (6)	% of votes in favour on votes polled (7) = [(4)/(2)]*100	% of votes against on votes polled (8) = [(5)/(2)]*100	% of Invalid Votes on votes polled(9)=[(6)/(2)]*100
Promoter and Promoter Group	E-voting	8227100	8167000	99.2695	8167000	0	0	100	0	0
	Poll		0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total	8227100	8227100	99.2695	8167000	0	0	100	0	0
Public - Institutions	E-voting	100000	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total	100000	0	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	10731136	1076764	10.034	1076149	615	0.00	99.94	0.05	0.00
	Poll		0	0	0	0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total	10731136	1076764	10.034	1076149	615	0.00	99.99	0.01	0.00
Total		19958236	9243764	46.31	9243149	615	0.00	99.99	0.01	0.00

Resolution No.	3									
Resolution required: (Ordinary / Special)	Ordinary: Appointment of Statutory Auditors of the Company -M/s. RSM and Associates, Chartered Accountants, (Firm Registration No. 002813S)									
Whether promoter / promoter group are interested in the agenda / resolution – No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	No. of Invalid Votes (6)	% of votes in favour on votes polled (7)=[(4)/(2)]*100	% of votes against on votes polled (8)=[(5)/(2)]*100	% of Invalid Votes on votes polled(9)=[(6)/(2)]*100
Promoter and Promoter Group	E-voting	8227100	8167000	99.2695	8167000	0	0	100	0	0
	Poll		0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		8167000	99.2695	8167000	0	0	100	0	0
Public - Institutions	E-voting	100000	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		0	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	10731136	1076764	10.034	1076700	64	0.00	99.99	0.01	0.00
	Poll		0	0	0	0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		1076764	10.034	1076700	64	0.00	99.99	0.01	0.00
Total		19958236	9243764	46.3	9243700	64	0.00	99.99	0.01	0.00

Resolution No.	4									
Resolution required: (Ordinary / Special)	Ordinary- Re-classification of members of Promoter Group of the Company									
Whether promoter / promoter group are interested in the agenda / resolution – No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	No. of Invalid Vates (6)	% of votes in favour on votes polled (7) =[(4)/(2)]*100	% of votes against on votes polled (8) =[(5)/(2)]*100	% of Invalid Votes on votes polled(9)=[(6)/(2)]*100
Promoter and Promoter Group	E-voting	8227100	8167000	99.2695	8167000	0	0	100	0	0
	Poll		0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		8227100	8167000	99.2695	8167000	0	0	100	0
Public - Institutions	E-voting	100000	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		100000	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	10731136	1076764	10.034	1076700	64	0.00	99.99	0.01	0.00
	Poll		0	0	0	0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		10731136	1076764	10.034	1076700	64	0.00	99.99	0.01
Total		19958236	9243764	46.3	9243700	64	0.00	99.99	0.01	0.00

Resolution No.	5									
Resolution required: (Ordinary / Special)	Ordinary – Approval of existing as well as new material related party transactions with Bodhtree Consulting LLC and other related parties									
Whether promoter / promoter group are interested in the agenda / resolution – No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	No. of Invalid Votes (6)	% of votes in favour on votes polled (7)=[(4)/(2)]*100	% of votes against on votes polled (8)=[(5)/(2)]*100	% of Invalid Votes on votes polled(9)=[(6)/(2)]*100
Promoter and Promoter Group	E-voting	8227100	8167000	99.2695	8167000	0	0	100	0	0
	Poll		0	0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		8227100	8167000	99.2695	8167000	0	0	100	0
Public - Institutions	E-voting	100000	0	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		100000	0	0	0	0	0	0	0
Public – Non Institutions	E-voting	10731136	1076764	10.034	1076700	64	0.00	99.99	0.01	0.00
	Poll		0	0	0	0	0.00	0	0	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0	0	0.00
	Total		10731136	1076764	10.034	1076700	64	0.00	99.99	0.01
Total		19958236	9243764	46.3	9243700	64	0.00	99.99	0.01	0.00

For **Bodhtree Consulting Limited**

L.N. Rama Krishna

L.N. Rama Krishna

Director

DIN: 02623543





Surya Prakash Perumalla
FCS No.9072, CP No.11142
Address: 2-20-8/G/23,
Plot no.23 South Part,
1st Floor, Sri Giri Colony,
Adarsh Nagar, Medchal Malkajgiri,
Uppal, Hyderabad-500039,
Telangana, India.

Email-prakashjw@gmail.com
Phone Number- +91 9246552422

CONSOLIDATED SCRUTINIZER'S REPORT

[pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To
The Chairman,
Bodhtree consulting Limited,
Level 2, wing-A, Melange towers,
Patrika Nagar, Madhapur, Hitech city,
Hyderabad-500081

Sub: 40th Annual General Meeting of the Members of Bodhtree Consulting Limited held at 10:00 A.M. on Friday, 30th day of September, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

I, P Surya Prakash, Company Secretary in whole-time practice, Hyderabad was appointed as Scrutinizer by the Board of Directors of Bodhtree Consulting Limited (Company) for the purpose of scrutinizing the remote e-voting and electronic voting (e-voting) at the Annual General Meeting (AGM) of the Company in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (the Rules) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, (Listing Regulations) and circulars issued by Securities Exchange board of India (SEBI) and in compliance with framework issued by the Ministry of Corporate Affairs through its circulars (MCA Circulars), on the resolutions contained in the Notice of the 40th AGM of the members of the Company, held on 10:00 A.M. on Friday, 30th day of September, 2022 IST through VC/OAVM and also for ascertaining the requisite majority for the resolutions proposed therein.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of the 40th AGM of the members of the company. Our responsibility as a Scrutinizer is to ensure that the remote e-voting and e-voting at the AGM is carried out in a fair and transparent manner and to make a consolidated scrutinizer's report on the votes cast "IN FAVOUR", "AGAINST" and invalid votes if any, on the resolutions contained in the Notice of the 40th AGM of the members of the Company. The Company has engaged the services of CDSL (agency for providing the remote e-voting facility and e-voting system during the e-AGM) (both for remote e-voting and e-voting at the AGM).

In accordance with the Notice of the 40th AGM sent to the members and the 'Advertisement' published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the remote e-voting period was open from 9.00 a.m. (IST) on Tuesday, September 27, 2022 and was closed at 5.00 p.m. (IST) on Thursday, September 29, 2022.

Members holding shares as on Wednesday, 23 September, 2022, "cut-off date", were entitled to vote on the resolution stated in the Notice of the 40th AGM of the Company.

The voting at the AGM was allowed by using an electronic voting system, on the resolutions on which the voting is to be held. The said voting system was provided to all those members who attended the AGM through VC/OAVM but



Surya Prakash Perumalla
FCS No.9072, CP No.11142
Address: 2-20-8/G/23,
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1st Floor, Sri Giri Colony,
Adarsh Nagar, Medchal Malkajgiri,
Uppal, Hyderabad-500039,
Telangana, India.

Email-prakashjw@gmail.com
Phone Number- +91 9246552422

have not cast their votes by availing the remote e-voting facility. As per the information provided by CDSL, the name of the members who had already voted through remote e-voting facility was blocked for voting at the AGM.

After the conclusion of the voting at the AGM, the votes cast thereat were downloaded from website of CDSL <http://www.evotingindia.com/>. Thereafter, the votes on remote e-voting were unblocked on Friday, September 30, 2022 at 10:33 A.M., in the presence of two witnesses who were not employees of the Company and the e-voting results/list of members who have voted for and against were downloaded from the e-voting website of CDSL.

The combined results of the remote e-voting and e-voting at the AGM are given as '**Annexure-I**' to this report. Based on combined results, we report that, all the resolutions as per the Notice of the 40th AGM of the Company stands passed with requisite majority.

The electronic data and all other relevant records relating to the remote e-voting and e-voting at the AGM are under my safe custody until the Chairman approves and signs the Minutes of the 40th AGM and thereafter will be handed over to the Company Secretary of the Company for safe preservation.

Thanking you,

Place: Hyderabad
Date: September 30, 2022

(P. Surya Prakash)
Company Secretary in Practice
FCS No.9072, CP No. 11142
UDIN: F009072D001087765

SURYA
PRAKASH
PERUMALLA
PERUMALLA

Digitally signed by
SURYA PRAKASH
PERUMALLA
Date: 2022.09.30
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Annexure-I									
Combined Results (remote e-voting and e-voting at AGM)									
Item number of Notice and	Description	Mode of Voting	Total no. of votes cast	Votes in favour of the		Votes against the		Invalid Votes	
				No's	%age	No's	%age	No's	%age
1 - Ordinary Resolution	Adoption of Financial Statements(Standalone and Consolidated) of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon	remote e-voting	92,43,764	92,43,600	99.998%	164	0.002%	-	-
		e- voting at the AGM	-	-	0.000%	0	0.0000%	-	-
		Total	92,43,764	92,43,600	99.998%	164	0.002%	-	-
2 - Ordinary Resolution	Appointment of Mr. L N Ramakrishna (DIN: 03623543), liable to retire by rotation	remote e-voting	92,43,764	92,43,149	99.993%	615	0.007%	-	-
		e- voting at the AGM	-	0	0.000%	0	0.0000%	-	-
		Total	92,43,764	92,43,149	99.993%	615	0.007%	-	-
3 - Ordinary Resolution	Appointment of Statutory Auditors of the Company -M/s. RSM and Associates, Chartered Accountants, (Firm Registration No. 002813S)	remote e-voting	92,43,764	92,43,700	99.999%	64	0.001%	-	-
		e- voting at the AGM	-	0	0.000%	0	0.0000%	-	-
		Total	92,43,764	92,43,700	99.999%	64	0.001%	-	-
4 - Ordinary Resolution	Re-classification of members of Promoter Group of the Company	remote e-voting	92,43,764	92,43,700	99.999%	64	0.001%	-	-
		e- voting at the AGM	-	0	0.000%	0	0.0000%	-	-
		Total	92,43,764	92,43,700	99.999%	64	0.001%	-	-
5 - Ordinary Resolution	Approval of existing as well as new material related party transactions with Bodhtree Consulting LLC and other related parties	remote e-voting	92,43,764	92,43,700	99.999%	64	0.001%	-	-
		e- voting at the AGM	-	0	0.000%	0	0.0000%	-	-
		Total	92,43,764	92,43,700	99.999%	64	0.001%	-	-

**SURYA
PRAKASH
PERUMALLA**

Digitally signed by
SURYA PRAKASH
PERUMALLA
Date: 2022.09.30
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