

**Clause 35A**  
**Details of Voting Results**

Date of the AGM	23 <sup>rd</sup> December, 2014
Total number of shareholders on Record date (i.e., 12 <sup>th</sup> December, 2014 cutoff date for e-voting purpose)	631
Number of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter group:	1
Public:	31
No. of shareholders attended the meeting through video conferencing	Not Arranged
Promoters and Promoter group:	
Public:	

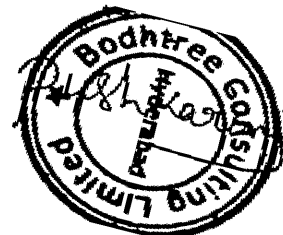
**Agenda – Wise**

**In case of Poll/Postal Ballot/E-voting**

The mode of voting for all resolutions was e-voting and Poll conducted at the Meeting

Resolution 1: Adoption of Accounts for the financial year ended 31<sup>st</sup> March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.  
(Ordinary Resolution)

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
<b>Promoter and Promoter Group</b>	11361600	9000000	79.21	9000000	0	100.00	0
<b>Public Institutional holders</b>	0	0	0.00	0	0	0.00	0
<b>Public-others</b>	6184567	493910	7.99	493910	0	100.00	0
<b>Total</b>	<b>17546167</b>	<b>9493910</b>	<b>54.11</b>	<b>9493910</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

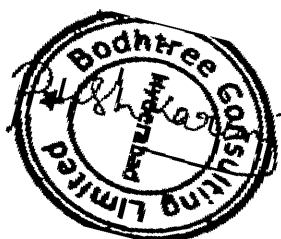


Resolution 2: Appointment of Mr. Sanjiv Gupta who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstandi ng shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	11361600	9000000	79.21	9000000	0	100.00	0
<b>Public Institution al holders</b>	0	0	0.00	0	0	0.00	0
<b>Public- others</b>	6184567	493910	7.99	486310	7600	98.46	1.54
<b>Total</b>	<b>17546167</b>	<b>9493910</b>	<b>54.11</b>	<b>9486310</b>	<b>7600</b>	<b>99.92</b>	<b>0.08</b>

Resolution 3: Appointment of M/s. Nisar & Kumar, Chartered Accountants, Registration No. 127820W, as Auditors, to hold office from the conclusion of this Annual General Meeting until conclusion of sixth consecutive annual general meeting. (Ordinary Resolution)

Promoter/P ublic	No. of Shares held	No. of votes polled	% of votes polled on outstandin g shares	No. of votes - in favour	No. of votes - in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	11361600	9000000	79.21	9000000	0	100.00	0
<b>Public Institutiona l holders</b>	0	0	0.00	0	0	0.00	0
<b>Public- others</b>	6184567	493910	7.99	493910	0	100.00	0
<b>Total</b>	<b>17546167</b>	<b>9493910</b>	<b>54.11</b>	<b>9493910</b>	<b>0</b>	<b>100.00</b>	<b>0</b>



Resolution 4: Appointment of Mr. K.Rajesh (DIN: 02727491) as an Independent Director for a period of five years with effect from the date of this AGM. (Ordinary Resolution)

<b>Promoter/ Public</b>	<b>No. of Shares held</b>	<b>No. of votes polled</b>	<b>% of votes polled on outstandi ng shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - in against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes in against on votes polled</b>
	(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	11361600	9000000	79.21	9000000	0	100.00	0
<b>Public Institio nal holders</b>	0	0	0.00	0	0	0.00	0
<b>Public- others</b>	6184567	493910	7.99	493910	0	100.00	0
<b>Total</b>	<b>17546167</b>	<b>9493910</b>	<b>54.11</b>	<b>9493910</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

Resolution 5: Appointment of Mr. N.Sriram (DIN: 02978454) as an Independent Director for a period of five years with effect from the date of this AGM. (Ordinary Resolution)

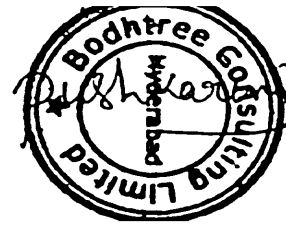
<b>Pr omoter/P ublic</b>	<b>No. of Shares held</b>	<b>No. of votes polled</b>	<b>% of votes polled on outstandin g shares</b>	<b>No. of votes - in favour</b>	<b>No. of votes - in against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes in against on votes polled</b>
	(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	11361600	9000000	79.21	9000000	0	100.00	0
<b>Public Institio nal holders</b>	0	0	0.00	0	0	0.00	0
<b>Public- others</b>	6184567	493910	7.99	486310	7600	98.46	1.54
<b>Total</b>	<b>17546167</b>	<b>9493910</b>	<b>54.11</b>	<b>9486310</b>	<b>7600</b>	<b>99.92</b>	<b>0.08</b>



Resolution 6: Appointment of Mr.Palaniappan Natarajan (DIN: 03607899) as Managing Director for a period of 3 years w.e.f.05.09.2014. (Special Resolution)

Promoter /Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - in against	% of votes in favour on votes polled	% of votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	11361600	9000000	79.21	9000000	0	100.00	0
<b>Public Institutional holders</b>	0	0	0.00	0	0	0.00	0
<b>Public-others</b>	6184567	493910	7.99	493910	0	100.00	0
<b>Total</b>	<b>17546167</b>	<b>9493910</b>	<b>54.11</b>	<b>9493910</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

**Note:** All the aforesaid resolutions are passed by requisite majority







**MGT-13**

**Combined Scrutinizer Report for E-Voting & Poll For  
Bodhtree Consulting Limited**

To

The Chairman,  
**Bodhtree Consulting Limited**  
Block "A", Wing "2", Level -6,  
Cyber Gateway,  
Madhapur,  
**Hyderabad- 500 081.**

**Sub:** Passing of resolution through electronic and Poll conducted at the 32<sup>nd</sup> AGM of **Bodhtree Consulting Limited** held on 23<sup>rd</sup> day of December, 2014.

**Dear Sir,**

The Board of **Bodhtree Consulting Limited** (The Company) at its meeting held on 23<sup>rd</sup> day of December, 2014 had appointed me as Scrutinizer for the e-voting held between 17<sup>th</sup> December, 2014 at 9.00 A.M and ends on 18<sup>th</sup> December, 2014 at 5.00 P.M. The Chairman of the 32<sup>nd</sup> Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the Annual General Meeting of the Company on Tuesday, the 23<sup>rd</sup> day of December, 2014.

The Company has appointed Central Depository Services (India) Limited as the Service Provider, for the extending the facility of electronic voting to the shareholders of the Company from 17<sup>th</sup> December, 2014 at 9.00 A.M and ends on 18<sup>th</sup> December, 2014 at 5.00 P.M. Venture Capital and Corporate Investments Pvt. Limited (VCCIPL), are the Registrar and share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on 19<sup>th</sup> December, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 19<sup>th</sup> December, 2014 attached herewith.




At the 32<sup>nd</sup> AGM of the Company held on Tuesday, the 23<sup>rd</sup> day of December, 2014, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same.

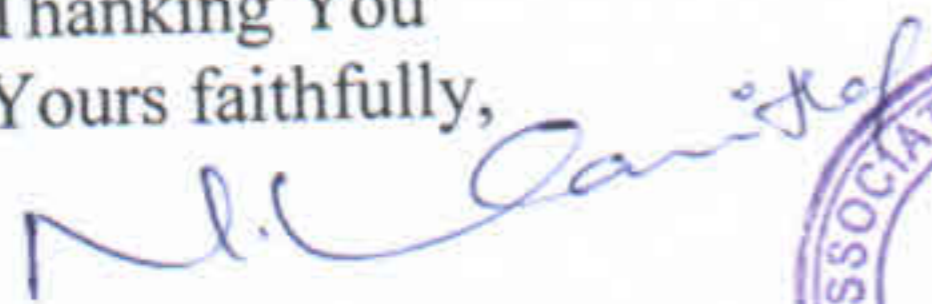
The result of the E-Voting together with that of the Poll is as under:

No. of members who cast their votes through e-voting and poll	Total Number of shares held by them	Total No of valid votes (as per the details provided under each one of the Resolution(s) mentioned hereunder
32	9493710	Various as mentioned under each of the Resolution

All the Resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You  
Yours faithfully,



N. Vanitha  
Practicing Company Secretary  
Membership No. 10573  
Place: Hyderabad  
Date: 24<sup>th</sup> December, 2014





Annexure:

Resolution	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid			
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	
1	Adoption of :  (a)The Audited Profit and loss account for the financial year ended 31 <sup>st</sup> March,2014 and the Balance Sheet as on that date together with the report of the Board of Directors and Auditors thereon and cash flow statement; and (b) The Audited Consolidated Financial statements of the Company Profit and loss account for the financial year ended 31 <sup>st</sup> March,2014 and the Balance Sheet as on that date cash flow statement (Ordinary Resolution)	Electronic	2	16645	2	16645	100	0	0	0	0	0	0	0
		Poll	30	9477265	30	9477265	100	0	0	0	0	0	0	0
	Total		32	9493910	32	9493910	100	0	0	0	0	0	0	0



1/10/14



2	Appointment of Mr. Sanjiv Gupta, Director (DIN:00233040) who retires by rotation and offers himself for re-appointment. (Ordinary Resolution)	Electronic	2	16645	1	9045	54.34	1	7600	45.66	0	0	0
		Poll	30	9477265	30	9477265	100	0	0	0	0	0	0
	Total		32	9493910	31	9486310	99.92	1	7600	0.08	0	0	0

3	Appointment of Kumar, Chartered Accountants (Firm Registration No:127820W) as Chartered Accountants, Statutory Auditors in the place of in the place of M/s.Pavuluri & Co, who expressed their inability to continue as such, to hold office from the conclusion of this AGM to the conclusion of the sixth consecutive AGM and that the Board of Directors, be and are hereby authorized to fix such remuneration	Electronic	2	16645	2	16645	100	0	0	0	0	0
		Poll	30	9477265	30	9477265	100	0	0	0	0	0
	Total		32	9493910	31	9486310	99.92	1	7600	0.08	0	0



Ref.



	as may be determined by the audit committee in consultation with the auditors - (Ordinary Resolution)																			
		Poll	30	9477265	30	9477265	100	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total		32	9493910	32	9493910	100	0	0	0	0	0	0	0	0	0	0	0	0	0
4	Appointment of Mr. Katragadda Rajesh (DIN No: 02727491) as an Independent Director for a period of five years with effect from the date of this AGM.- Ordinary	Electronic	2	16645	2	16645	100	0	0	0	0	0	0	0	0	0	0	0	0	0
	Directors																			
		Poll	30	9477265	30	9477265	100	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total		32	9493910	32	9493910	100	0	0	0	0	0	0	0	0	0	0	0	0	0
5	Appointment of Mr. Nimmagadda Sriram (DIN No:02978454), as an Independent Director for a period of five years with effect from the date of this AGM. - Ordinary Resolution	Electronic	2	16645	1	9045	54.34	1	7600	45.66	0	0	0	0	0	0	0	0	0	0
		Poll	30	9477265	30	9477265	100	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total		32	9493910	31	9486310	99.92	1	7600	0.08	0	0	0	0	0	0	0	0	0	0



6	Re-Appointment of Mr. Palaniappan Natarajan (DIN: 03607899), as Managing Director of the Company- Special Resolution	Electronic	2	16645	2	16645	100	0	0	0	0	0	0	0	0											
																Poll	30	9477265	30	9477265	100	0	0	0	0	0
																Total	32	9493910	32	9493910	100	0	0	0	0	


  
*[Handwritten Signature]*