

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS OF BODHTREE CONSULTING LIMITED

This Familiarization Program (“the Program”) for Independent Directors of Bodhtree Consulting Limited (“the Company”) has been formulated pursuant to Clause 49 of the Listing Agreement.

1. Purpose

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

2. Familiarization Process

- 2.1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- 2.2. such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, risk management and such other areas as may arise from time to time;
- 2.3. the programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities through SMP/external experts;

- 2.4. the Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and
- 2.5. the Company may conduct an introductory familiarization program / presentation, when a new Independent Director joins on the Board of the Company.

3. Disclosure of the Policy

- 3.1. This Policy shall be uploaded on the Company's website and a web link for the same shall also be provided in the Annual Report of the Company.

4. Review of the Program

- 4.1. The Board will review this Program and make revisions as may be required.

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Familiarization Programme held on Saturday, the 14th February, 2015 for the Independent Directors.

1. Consideration of roles, rights and responsibilities of the Directors in the Company:

The text of the relevant material from the Companies Act, 2013 and the SEBI (Prohibition of Insider Trading) Regulations, 2015 in detail including the new obligations of the Directors, Officers and Employees was circulated to all the Independent Directors. A detailed presentation on the above subject was given to the Independent Directors and also their queries were clarified.

2. Present business model of the Company:

One of the Senior Vice Presidents of the Company made a presentation on the business model pursued by the Company at present. He also clarified to the queries raised by the Independent Directors.

The programme concluded with a vote of thanks to presenters and the Independent Directors.

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