

Registered Office :

Building No. 2A, 1st Floor,
Maximus Towers, K. Raheja IT Park,
MindSpace, Hitech City, Madhapur,
Hyderabad - 500 081

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Delivery Center :

Vega Block the 'V', 10th Floor,
Plot No. 17, Unit No-2, (Right Wing)
Ascendas, Software Units Layout,
Hitech City, Madhapur, Hyderabad - 81

Tel : +91 40 6622 2333

**EXTRACT OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY
GENERAL MEETING OF BODHTREE CONSULTING LIMITED HELD ON
MONDAY THE 5TH DAY OF NOVEMBER, 2012 AT 10.00 A.M AT 10TH
FLOOR, ASCENDAS, VEGA BLOCK, HYDERABAD-500081**

"RESOLVED THAT pursuant to the provisions of Sections 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or reenactment thereof) and the Articles of Association of the Company, and subject to the regulations/rules/ guidelines issued by the SEBI, Madras Stock Exchange, such other approvals, permissions, sanctions and consents as may be necessary and required under applicable laws, rules, regulations and contracts, and on such terms, conditions, alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents, (which may be accepted by the Board of Directors of the company), as the case may be, Consent of the Company, be and is hereby accorded to the Board of Directors (which term shall include any duly constituted and authorized committee thereof) for offering, issuing and allotting on preferential basis, to the Person(s) whose identity are furnished in the explanatory statement of this, up to **21,04,000 (Twenty One Lakhs Four Thousand)** Equity Shares of Rs.10(Ten) each **at a premium of Rs.15/-(Fifteen)** considering the date thirty days prior to the date of this meeting as the Relevant Date as per provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulations, 2009 for Preferential Issues on such further terms and conditions, including payment on allotment of Equity Shares being not less than the minimum specified as per SEBI's Regulations for Preferential Issues (Chapter VII of the SEBI (ICDR) Regulations 2009), as may be approved or finalized by the Board of Directors."

"**FURTHER RESOLVED THAT** for the purpose of giving effect to the aforesaid special resolution under Section 81 (1A) of the Companies Act, 1956, the Board of Directors (which term shall include any duly constituted and authorised committee thereof) of the Company be and is hereby authorised to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said Securities, and also to seek the listing of such securities in one or more stock exchanges in India."

"**FURTHER RESOLVED THAT** the Equity Shares to be issued and allotted shall rank paripassu with the existing Equity Shares of the Company in all respects."

"**FURTHER RESOLVED THAT** the Board be and is hereby authorized to accept any modification in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchanges/ SEBI/ Financial Institutions/ Investors or such other appropriate authority may impose at the time of their approval as agreed by the Board."

**//CERTIFIED TRUE COPY//
For BODHTREE CONSULTING LIMITED**

**SANJIV GUPTA
CHAIRMAN**

