

MINUTES OF THE 29TH ANNUAL GENERAL MEETING OF THE BODHTREE CONSULTING LIMITED HELD ON FRIDAY THE 30TH DAY OF SEPTEMBER, 2011 AT 10.00 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT 8-2-351/N/1, ROAD NO. 2, BANJARA HILLS, HYDERABAD - 500034

DIRECTORS PRESENT

Mr. Pal Natarajan	Managing Director
Mr. Muktesh Sharma	Director
Mr. N. Sriram	Director
Mrs. Aruna Rani Elimineti	Director
Mr. P. Hanuman Prasad	Company Secretary

Mr. Muktesh Sharma, Director attended the meeting in dual capacity as director and member.

There were 9 shareholders present at the meeting.

As Mr. Sanjiv Gupta, Chairman could not attend the meeting hence Mr. Pal Natarajan was elected as the Chairman of the meeting. He welcomed all the Shareholders to the Annual General Meeting and after observing that requisite quorum was present, he commenced the proceedings of the meeting.

With the permission of the Shareholders, the Notice convening the meeting was taken as read.

He further, informed the members that the Register of Members, Directors Shareholding etc. of the Company are open for inspection to the members during the meeting.

The Chairman delivered his speech related to the performance of the Company. He further invited the members to raise any query thereon.

The Chairman requested Mr. P. Hanuman Prasad, Company Secretary of the Company to read the Auditors Report. Then Mr. P. Hanuman Prasad read the Auditors' Report for the period ended 31st March, 2011

After replying to the queries raised by the members to their satisfaction, the items of business were taken up as follows:

ORDINARY BUSINESS

ITEM NO 1: APPROVAL OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31.03.2011 ALONG WITH AUDITORS AND DIRECTORS REPORT

The Chairman requested the members to propose the resolution and Mr. B. Maruthi Kiran proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2011, the Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the relevant schedules attached thereto and the Directors Report and Auditors Report thereon be and are hereby received, considered, approved and adopted."

Mr. Emmanuel Andrews seconded the Resolution.

The Resolution was put to vote and on a show of hands the Chairman declared it as carried unanimously.

ITEM NO.2: RE-APPOINTMENT OF MR. KAMLESH GANDHI AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

The Chairman informed the members that Mr. Kamlesh Gandhi has tendered his resignation from Company's directorship and the board has accepted his resignation w.e.f. 19.09.2011, hence it was resolved that the vacancy would not filled.

ITEM NO. 3: RE-APPOINTMENT OF AUDITORS

The Chairman took the matter of re-appointment of M/s. Gokhale & Co. Chartered Accountants, Hyderabad, who retires at the meeting and being eligible offers himself for re-appointment as the auditors of the company in terms of section 224(1B) of the Companies Act, 1956 to hold office till the conclusion of the next annual general meeting. Thereafter Mr. B. Maruthi Kiran proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Gokhale & Co., Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration."

Mr. Nigel Barrett seconded the Resolution.

The Resolution was put to vote and on a show of hands, the Chairman declared it as carried unanimously.

SPECIAL BUSINESS

ITEM NO 4: APPOINTMENT OF DIRECTOR

The Chairman requested the members to propose the resolution and Mr.B.Maruthi Kiran proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs.Aruna Rani Elimineti, who was appointed as an additional director by the Board and who ceased to hold office as per section 260 of the Companies Act, 1956 at the end of this Annual General Meeting in respect of whom the company has received notice in writing along with a deposit of Rs 500/- from a Member proposing her as a candidate for the office of director under the provisions of Section 257 read with Section 190 of the Companies Act,1956 be and is hereby appointed as a Director of the company, liable to retire by rotation."

Mr. Emmanuel Andrews seconded the Resolution.

The Resolution was put to vote and on a show of hands the Chairman declared it as carried unanimously.

ITEM NO 5: APPOINTMENT OF DIRECTOR

The Chairman requested the members to propose the resolution and Mr. Nigel Barrett proposed the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. T. Vikram Simha, who was appointed as an additional director by the Board and who ceased to hold office as per section 260 of the Companies Act, 1956 at the end of this Annual General Meeting in respect of whom the company has received notice in writing along with a deposit of Rs 500/- from a Member proposing him as a candidate for the office of director under the provisions of Section 257 read with Section 190 of the Companies Act, 1956 be and is hereby appointed as a Director of the company, liable to retire by rotation.”

Mr. PVS Chalapathi Rao seconded the Resolution.

The Resolution was put to vote and on a show of hands the Chairman declared it as carried unanimously.

ITEM NO 6: APPOINTMENT OF DIRECTOR

Mr. Sudhakar N. proposed the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Nimagadda Sriram , who was appointed as an additional director by the Board and who ceased to hold office as per section 260 of the Companies Act, 1956 at the end of this Annual General Meeting in respect of whom the company has received notice in writing along with a deposit of Rs 500/- from a Member proposing him as a candidate for the office of director under the provisions of Section 257 read with Section 190 of the Companies Act, 1956 be and is hereby appointed as a Director of the company, liable to retire by rotation.”

Mr. Srinivas Kola seconded the Resolution.

The Resolution was put to vote and on a show of hands the Chairman declared it as carried unanimously.

ITEM NO 7: APPOINTMENT OF DIRECTOR

Mr. Muktesh Sharma proposed the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Palaniappan Natarajan , who was appointed as an additional director by the Board and who ceased to hold office as per section 260 of the Companies Act, 1956 at the end of this Annual General Meeting in respect of whom the company has received notice in writing along with a deposit of Rs 500/- from a Member proposing him as a candidate for the office of director under the provisions of

Section 257 read with Section 190 of the Companies Act, 1956 be and is hereby appointed as a Director of the company, liable to retire by rotation.”

Mr. Sudhakar N. seconded the Resolution.

The Resolution was put to vote and on a show of hands the Chairman declared it as carried unanimously.

ITEM NO 8: APPOINTMENT OF MANAGING DIRECTOR

The Chairman requested the members to propose the resolution and Mr. Sudhakar N. proposed the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provision of section 198, 269, 309 and 310 read with schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956, Mr. Palaniappan Natarajan be and is hereby appointed as Managing Director of the company for a period of 3 years with effect from 05.09.2011 on the following remuneration per month as recommended by remuneration committee.

Remuneration:

1. **Basic Salary** : Rs. 87,500/-
2. **Perquisites and Allowance:**
 - a) House Rent Allowance : 50% of the Basic Salary
 - b) Special Allowances : Rs.1,08,250/-

3. Others

- a) Provision of One Car with Chauffeur on Company's business/ personal use and telephone(s) at residence will not be considered as perquisites. Personal long distance calls on telephones shall be billed by the Company to the Managing Director as far as possible on actual basis failing which on an estimated basis.
- b) Apart from the above Mr. Palaniappan Natarajan is also entitled to contribution to Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave as per the rules of the Company. These will not be considered as perquisites as per the provisions of the Income Tax Act and will not be considered for calculation of overall remuneration as per Schedule XIII of the Companies Act, 1956.

4. Terms and Conditions

- a) The remuneration specified above be paid to Mr. Palaniappan Natarajan as a Minimum Remuneration notwithstanding the loss or inadequacy of profit of the Company during the tenure of his office.

FURTHER RESOLVED THAT within the said limits, the Board be and is hereby authorized to revise the total remuneration of Mr. Palaniappan Natarajan from time to time, without obtaining any further approval of the Company in General Meeting. In

case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of Remuneration Committee of Directors.

FURTHER RESOLVED THAT within the overall remuneration, the individual components may be changed as may mutually be decided by the Remuneration Committee and Mr. Palaniappan Natarajan, anytime during his tenure.

FURTHER RESOLVED THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Mr. Srinivas Kola seconded the Resolution.

The Resolution was put to vote and on a show of hands the Chairman declared it as carried unanimously.

ITEM NO 9: APPOINTMENT OF DIRECTOR

The Chairman requested the members to propose the resolution and Mr. Sudhakar N. proposed the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr.CH.D.V.V.Prasada Rao, who was appointed as an additional director by the Board and who ceased to hold office as per section 260 of the Companies Act, 1956 at the end of this Annual General Meeting in respect of whom the company has received notice in writing along with a deposit of Rs 500/- from a Member proposing him as a candidate for the office of director under the provisions of Section 257 read with Section 190 of the Companies Act,1956 be and is hereby appointed as a Director of the company, liable to retire by rotation.

Mr. PVS Chalapati Rao seconded the Resolution.

The Resolution was put to vote and on a show of hands the Chairman declared it as carried unanimously.

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chairman, the Directors, and the members.

Date: 10-10-2011

Place: Hyderabad

Chairman

CERTIFIED TRUE COPY

**P.HANUMAN PRASAD
COMPANY SECRETARY**