

**Bodhtree Consulting Limited****CORPORATE OFFICE :**

Maximus -2B, Ground Floor,
Raheja IT Park, Mindspace, Hi-Tech City,
Madhapur, Hyderabad-51, AP, INDIA
TEL +91 40 6654 7000 to 28
FAX +91 40 6654 7029

REGISTERED OFFICE :

1-8-617/2, Prakasham Nagar,
Begumpet,
Hyderabad-16, AP India
TEL +91 40 6657 7000
FAX +91 40 2776 2050

EMAIL mail@bodhtree.com WEB www.bodhtree.com**BT: SEC: EGM 2012****30.01.2012**

The Manager (Listing & Compliances)
The Madras Stock Exchange Ltd
Exchange Building
Post Box No. 183
30, SECOND LINE BEACH
CHENNAI-600001

Dear Sir(s),

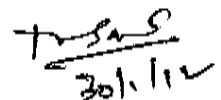
Sub: Proceedings of EGM held on 30.01.2012

We hereby forward a copy of the proceedings of Extra- Ordinary General Meeting held on today i.e 31.01.2012

Thanking you,

Yours truly,

For Bodhtree Consulting Limited


T.V. Satish Babu
GM- Legal & Company Secretary

Encl: as above.



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Proceedings of Extra- Ordinary General Meeting of the company held on Monday, the 30th January, 2012, at 11.00 am at the Registered Office at # 1-8-617/2, Prakasham Nagar, Begumpet, Hyderabad-16, A.P

Present:

6 Members and 2 by Proxies were present.

Directors present:

Mr. Sanjiv Gupta, Chairman
Mr. Muktesh Sharma, Director

In Attendance:

Shri T.V. Satish Babu, GM-Legal & Company Secretary

Mr. Sanjiv Gupta, Chairman, took the chair and conducted the proceedings.

The following item of business was taken up at the meeting, and resolution has been passed unanimously.

ITEM: APPOINTMENT OF DIRECTOR'S RELATIVE TO THE OFFICE OR PLACE OF PROFIT:

"RESOLVED THAT pursuant to the provisions of section 314(1) of the Companies Act, 1956, ("Act"), hereinafter referred to as the "Act", which shall include any statutory modification(s) or re-enactment(s) thereof, read with Director's Relatives (Office or Place of Profit) Rules, 2003, for the time being in force and approval of Remuneration Committee the consent of the members be and is hereby accorded for the appointment of Mr. Srinath Reddy Lingamdinne as Executive Vice President (EVP), of the Company and to hold an office or place of profit, who is a relative of Mrs. Aruna Rani Eliminati, Director of the Company, for a period of 3 (Three) years, on such terms and conditions, and on such remuneration payable to Mr. Srinath Reddy, which shall not exceed Rs. 30,00,000 (Rupees Thirty lakhs only) per annum with effect from 01st November, 2011".

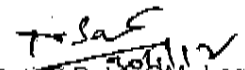
"FURTHER THAT the Board of Directors, be and is hereby authorized to grant further increment(s), as it may deem fit, subject to the approvals of the Central Government, and such other consents, as may be required, so that his consolidated salary and perks shall not exceed Rs. 60,00,000/- (Rupees sixty lakhs only), per annum, during the period of 3 (three) years".

"FURTHER THAT Mr. Pal Natarajan, Managing Director and Mr. Sanjiv Gupta, Chairman of the Company, be and are hereby severally authorized to apply to the Central Government and other requisite authorities for the approval of the above resolution and to execute and furnish such documents, information, statements, and to do all such acts, deeds and things, as may be necessary and incidental thereto, to give effect to the above resolutions".

The Chairman thanked all for their presence and participation at the meeting and declared the end of the meeting.

Place: Hyderabad
Date: 30.01.2012

for Bodhtree Consulting Limited


T.V. Satish Babu- GM- Legal &
Company Secretary