BODHTREE
People. Process. Technology.

Registered Office at 1-8-617/2, Prakasham Nagar, Begumpet,
Hyderabad-500 016.

NOTICE FOR THE EXTRAORDINARY GENERAL MEETING

EXTRAORDINARY GENERAL		CONTENTS	PAGE NOS.
Day : Monday Date : 30th May, 2011 Time : 12.30 P.M Venue : Hotel One Place, P.R.R Estate 2-22-298, Behind K.P.H.B Bus Stop, Hyderabad – 72.		Notice Convening Meeting of Equity Share Holders of Bodhtree Consulting Limited. Explanatory Statement under Section 173(2) of the Companies Act, 1956. Attendance Slip and Form of Proxy	1 3 4

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on Monday the 30th day of May, 2011 at 12.30 P.M. or immediately after the conclusion of the Court Convened meeting of the shareholders at Hotel 1 Place, P.R.R.Estate 2-22-298, Behind K.P.H.B Bus Stop, Hyderabad - 500072 to transact the following item of business:

SPECIAL BUSINESS

1 .TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 16, 31, 94 and all other applicable provisions, if any, contained under the Companies Act, 1956, and subject to the sanction of the scheme of amalgamation by the Hon'ble High Court of Andhra Pradesh the Authorised Share Capital of the Company be and is hereby increased from Rs.7,00,00,000 (Rupees Seven Crore) divided into 70,00,000 (Seventy Lakh) equity shares of Rs.10/- (Rupees Ten) each to Rs.16,00,00,000 (Rupees Sixteen crore) divided into 1,60,00,000 (One crore Sixty Lakh) equity shares of Rs.10/- (Rupees Ten) each."

"FURTHER RESOLVED THAT pursuant to the provisions of Section 16 and all other applicable provisions, if any, contained under the Companies Act, 1956, Clause V. of the Memorandum of Association of the Company be and is hereby amended and replaced by the following Clause hereunder:

Clause V.

The Authorized Share Capital of the Company is Rs.16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolutions of the Company and consolidate or subdivide or reorganize the shares and issue shares of higher or lower denomination.

2. ISSUE OF SHARES

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification thereto or reenactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the sanction of the scheme of amalgamation by the Hon'ble High Court of Andhra Pradesh and subject to such other Approval, consent, permission and/or sanction, as may be required from the Hon'ble High Court of Andhra Pradesh, the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) to create, offer, issue, and allot 91,00,000 Equity Shares of Rs.10/- each to the shareholders of Advanced Consulting Partners (India) Private Limited,

Hyderabad in lieu of and as consideration towards their holding in Advanced Consulting Partners (India) Private Limited.

"FURTHER RESOLVED THAT the Board be and is hereby authorized to take necessary steps for listing of the above mentioned Shares on the stock exchanges where the company's shares are listed, as per the terms and conditions of the listing and other applicable guidelines, rules and regulations.

"FURTHER RESOLVED THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and resolve any doubts or questions that may arise in the issue and allotment of above said shares to do all the needful in relation to the above resolutions and as the Board may in its absolute discretion deem necessary or desirable."

By Order of the Board
For **BODHTREE CONSULTING LIMITED**

Sd/-
Sanjiv Gupta
Director

Place: Hyderabad
Date: 02-05-2011

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy in order to be effective must be deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.

2) An Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO: 1

As it is proposed to issue 91,00,000 shares pursuant to the scheme of amalgamation, if approved by the shareholders of the Company and sanctioned by the Hon'ble High Court of Andhra Pradesh, the Board has proposed to increase the authorized share capital to Rs.16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each to accommodate the fresh issue.

Further Company need to amend share capital clause V of the Memorandum of Association.

Pursuant to the provisions of Sections 16, 31 and 94 of the Companies Act, 1956, any amendment in Memorandum of Association requires approval of members. Hence the resolution are recommended for your approval

None of the directors of the Company is in any way concerned or interested in the resolution, except to the extent of the shareholding held by them.

ITEM NO: 2

As you are aware it is proposed to amalgamate Advanced Consulting Partners (India) Private Limited (ACPIPL) with the Company pursuant to the scheme of amalgamation. Upon approval of the scheme by the shareholders of the Company and sanction by the Hon'ble High Court of Andhra Pradesh, new shares would be required to be allotted to the shareholders of the ACPIPL as consideration.

As per the provisions of Section 81 (1A) of the Companies Act, 1956, approval of the shareholders in their General Meeting is required for allotment of Equity shares to other than existing shareholders and hence this resolution is placed before the shareholders.

The information as required under Chapter VII of the SEBI (**ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS**) Regulations 2009 for the preferential issues is not applicable since the proposed preferential issue is pursuant to a scheme of amalgamation, if approved by a High Court under section 391 to 394 of the Companies Act, 1956.

However adequate disclosures have been made in the statement under section 393 of the Companies Act, 1956 attached to the Notice of the Court Convened General Meeting. Your Directors recommend the resolution for your approval.

None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of the equity shares proposed to be allotted to them or their relatives.

By Order of the Board
For **BODHTREE CONSULTING LIMITED**

Sd/-
Sanjiv Gupta
Director

Place: Hyderabad
Date: 02-05-2011