



Date: 30.10.2023

<b>To,</b> <b>The Listing Compliance</b> <b>NATIONAL STOCK EXCHANGE OF INDIA</b> <b>LTD.</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400051  <b>NSE SYMBOL: BTML</b>	<b>To,</b> <b>Manager</b> <b>Department of Corporate Services,</b> <b>BSE LIMITED</b> P. J. Towers, Dalal Street, Mumbai – 400 001.  <b>BSE SCRIP: 543767</b>
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**Subject: Notice of Extra Ordinary General Meeting Schedule to be held on Tuesday, November 21, 2023.**

Dear Sir/Madam,

With reference to the above cited subject and Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Extra-Ordinary General Meeting (EOGM) of the members of the Company which is sent to the members.

We request you to take the above on your records.

Thanking You.

Yours Truly,

For **BODHI TREE MULTIMEDIA LIMITED**

**Mautik Ajit** Digitally signed by  
Mautik Ajit Tolia  
**Tolia** Date: 2023.10.30  
13:56:07 +05'30'

**MAUTIK AJIT TOLIA**  
**MANAGING DIRECTOR**  
**DIN: 06586383**

**Encl: Notice of Extra Ordinary General Meeting**



**BODHI TREE MULTIMEDIA LIMITED**

507,5<sup>th</sup> Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.: 022 3512 9058 Email: [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com) [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com)

CIN: L22211MH2013PLC245208

# BODHITREE MULTIMEDIA LIMITED

CIN: L22211MH2013PLC245208

Registered Office: 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari (West) Mumbai -400102. Maharashtra. India.

Tel: 022 40101293 Website:[www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com)

Email: [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BODHI TREE MULTIMEDIA LIMITED WILL BE HELD ON TUESDAY 21ST NOVEMBER 2023 AT 9:30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 507, RELIABLE BUSINESS CENTRE, JOGESHWARI (WEST) 400102, MUMBAI. MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS.**

## SPECIAL BUSINESS

### Item No. 1.

**Increase The Authorised Share Capital of The Company and Consequential Amendment in The Capital Clause of The Memorandum Of Association Of The Company.**

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 61 and other applicable provisions if any, of the Companies Act. 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 14,50,00,000/- (Rupees Fourteen Crores Fifty Lakh only) divided into 1,45,00,000 (One Crore Forty-Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 18,50,00,000/- (Rupees Eighteen Crores Fifty Lakh only) divided into 1,85,00,000 (One Crore Eighty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to section 13 and all other applicable provisions, if any, of the Companies Act 2013, consent of the members of the Company be and is hereby accorded, for alteration of clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

*"V. The Authorised Share Capital of the Company is Rs. 18,50,00,000/- (Rupees Eighteen Crores Fifty Lakh only) divided into 1,85,00,000 (One Crore Eighty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company."*

**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

### Item No. 2

**Regularization of Additional Director Mr Suneel Kumar Jain DIN 10371576 by appointing him as Non-Executive Independent Director.**

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

**“RESOLVED THAT**, in accordance with the provisions of Sections 161(1) and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Suneel Kumar Jain DIN 10371576 who was appointed as an Additional Director of the Company with effect from 26/10/2023 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this general meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of 5 years from 26/10/2023.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution

**Item No. 3**

**Regularization of Additional Director Mr Rahul Kanodia DIN 02320727 by appointing him as Non-Executive Non-Independent Director.**

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

**“RESOLVED THAT**, in accordance with the provisions of Sections 161(1) and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr Rahul Kanodia DIN 02320727 who was appointed as an Additional Director of the Company with effect from 26/10/2023 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director, be and hereby appointed as Non-Executive Non-Independent Director of the Company to hold office for a term of 5 years from 26/10/2023.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution

**By order of the Board  
For Bodhi Tree Multimedia Limited  
Sd/-  
Mr. Mautik Ajit Tolia  
Chairman & Managing Director  
DIN 06586383**

**Registered Office:**  
507, Reliable Business Centre,  
Jogeshwari (West) 400102,  
Mumbai. Maharashtra

**Date: 30.10.2023  
Place: Mumbai**

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra ordinary General Meeting ("EOGM") ("Notice") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE VALID, THE PROXY FORMS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
4. Corporate members are requested to forward a certified copy of board resolution authorizing their representatives to attend and vote at the extra ordinary general meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
6. Members are requested to send their queries, if any, at least 10 days in advance so that the information can be made available at the meeting.
7. Proxy form(s) and certified copy of board resolution(s) authorizing representative(s) to attend and vote at the meeting shall be sent to the registered office of the company and addressed to the "Secretarial Department".
8. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
9. The Company has designated an exclusive email address [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com) which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.
10. Members attending the meeting are requested to bring with them the Attendance slip attached to the notice duly filled in and signed and handover the same at the entrance of the hall.
11. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
12. In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.

13. The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar Bigshare Services Pvt. Ltd, S6 – 2 Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (E), Mumbai 400093, Maharashtra for sending the document in electronic form.
14. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the shareholders to cast their votes electronically.
16. The Board of Directors in their meeting held on 26<sup>th</sup> October, 2023 have appointed CS Jaymin Modi & Co Practicing Company Secretaries, to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.
17. The Scrutinizer shall after the conclusion of voting at the EOGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
18. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com) and on the website of RTA the results shall simultaneously be communicated to the Stock Exchange.
19. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
20. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date Wednesday 15<sup>th</sup> November 2023.
21. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday 15<sup>th</sup> November 2023, may obtain the login ID and password by sending a request at Issuer/ RTA.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attend the EOGM.
23. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.

24. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com) till the last day of voting.

25. Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically. The email addresses can be registered with the Depository Participant (“DP”) in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company (“RTA”) in case the shares are held in physical form.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

**The remote e-voting period begins on Saturday, 18<sup>th</sup> November, 2023 at 09:00 A.M. and ends on Monday, 20<sup>th</sup> November, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, 15<sup>th</sup> November, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 15<sup>th</sup> November, 2023.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at

	<p><a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then</li> </ol>



	<p>click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csjayminmodi@gmail.com](mailto:csjayminmodi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-

attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Rahul Kanodia	Suneel Kumar Jain
DIN	02320727	10371576
Date of Birth	11/11/1989	03/12/1973
Date of appointment	26/10/2023	26/10/2023
Qualifications	Graduate	MA, DHMS
Other Companies in which Directorship is held as on March 31, 2023	1	NIL
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL	NIL
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL	NIL
Shareholding in the Company as on March 31, 2023	NIL	NIL

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

The following explanatory statement relating to the accompanying notice set out all material facts:

**Item No.1**

The present Authorised Share Capital of the Company is Rs.14,50,00,000/- (Rupees Fourteen Crore Fifty Lakhs Only) divided into 1,45,00,000 (One Crore Forty-Five Lakh) Equity Shares having face value of Re. 10/- each. Considering the future expansion plans of the Company, the Board at its Meeting held on Thursday, 26th October 2023, had accorded its approval for increasing the Authorised Share Capital from existing Rs.14,50,00,000/- (Rupees Fourteen Crore Fifty Lakhs Only) divided into 1,45,00,000 (One Crore Forty Five Lakh) Equity Shares having face value of Re. 10/- each **to** Rs.18,50,00,000/- (Rupees Eighteen Crore Fifty Lakhs Only) divided into 1,85,00,000 (One Crore Eighty Five Lakh) Equity Shares having face value of Rs. 10/- each.” Subject to necessary approval of shareholder and other regulatory approvals if any.

Hence, pursuant to the provision of section 13,14,61,64 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the **Ordinary Resolution** set out at **Item Number 1** of the accompanying Notice in the interests of the Company.

**Item No.2**

Mr. Suneel Jain DIN 10371576 who was appointed as an Additional Director of the Company with effect from 26.10.2023.

Mr. Suneel Jain was appointed as an Additional Director of the Company with effect from 26/10/2023, in accordance with the provision of section 161 and 149(6) of the Company Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provision of section 161 of the Company Act, 2013 Mr. Suneel Jain, holds office up to the date of this General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Suneel Jain on the Board of the Company as Non-Executive Independent Director is desirable and would be beneficial to the Company.

It is proposed to seek member’s approval for the appointment of and remuneration/sitting fees payable to Mr. Suneel Jain as Non-Executive Independent Director of the Company.

Your Directors recommend resolution in item number 2 as Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than to Mr. Suneel Jain has any concern or interest, financial or otherwise in the resolution set out in item number 2 of this notice.

**Item No. 3**

Mr Rahul Kanodia DIN 02320727 who was appointed as an Additional Director of the Company with effect from 26.10.2023, in accordance with the provision of section 161 and 149(6) of the Company Act, 2013, read with the Articles of Association of the Company.

Pursuant to the provision of section 161 of the Company Act, 2013 Mr Rahul Kanodia, holds office up to the date of this General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr Rahul Kanodia on the Board of the Company as Non-Executive Non-Independent Director is desirable and would be beneficial to the Company.

It is proposed to seek member's approval for the appointment of and remuneration/sitting fees payable to Mr Rahul Kanodia as Non-Executive Non-Independent Director of the Company. Your directors recommend resolution in item number 3 as Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives thereof other than to Mr Rahul Kanodia has any concern or interest, financial or otherwise in the resolution set out in item number 3 of this notice.

**By order of the Board  
For Bodhi Tree Multimedia Limited  
Sd/-  
Mr. Mautik Ajit Tolia  
Chairman & Managing Director  
DIN 06586383**

**Registered Office:**  
507, Reliable Business Centre,  
Jogeshwari (West) 400102,  
Mumbai. Maharashtra

**Date:** 26.10.2023  
**Place:** Mumbai

**BODHI TREE MULTIMEDIA LIMITED**

CIN: L22211MH2013PLC245208

Registered: 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari  
(West) Mumbai -400102. Maharashtra. India.

Tel: 022-40101293 Website: [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com)

Email: [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com)

**ATTENDANCE SLIP**

To be completed and handed over at the entrance of the meeting.

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Tuesday 21<sup>st</sup> November 2023 at 09:30 am at the registered office of the Company situated at 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari (West) Mumbai -400102. Maharashtra. India.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the EOGM Notice at the meeting.

**BODHI TREE MULTIMEDIA LIMITED**

CIN: L22211MH2013PLC245208

Registered: 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari (West) Mumbai -400102. Maharashtra. India.

Tel: 022-40101293 Website: www.bodhitreemultimedia.com

Email: info@bodhitreemultimedia.com

PROXY FORM

Name of the Member(S):	
Registered Address:	
Email -id:	
Folio No. Client ID:	
DP ID:	

I/We being the member (s) of \_\_\_\_\_ shares of the above-named Company hereby appoint

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email-id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or  
 failing him

2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email-id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or  
 failing him

3. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email-id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or  
 failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of Bodhi Tree Multimedia Limited to be held on the Tuesday 21<sup>st</sup> November, 2023 At 09.30 am at the registered office of the Company situated at 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari (West) Mumbai -400102. Maharashtra. India. and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolutions	Optional	
		For	Against
<b>Special Business</b>			
1	Increase in Authorised Share Capital		
2	Regularization of Additional Director Mr Suneel Kumar Jain DIN 10371576 by appointing him as Non-Executive Independent Director.		
3	Regularization of Additional Director Mr Rahul Kanodia DIN 02320727 by appointing him as Non-Executive Non-Independent Director.		

Signed this..... day of.....2023  
 Signature of shareholder.....  
 Signature of Proxy holder(s).....

Affix Revenue Stamp
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Note:



(i) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

(ii) For the resolutions explanatory statements and notes please refer to the notice of Extra Ordinary General Meeting.

(iii) It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution your proxy will be entitled to vote in the manner as he / she thinks appropriate.

(iv) Please complete all details including details of member(s) in the above box before submission.

**BODHI TREE MULTIMEDIA LIMITED**

CIN: L22211MH2013PLC245208

Registered: 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari (West) Mumbai -400102. Maharashtra. India.

Tel: 022-40101293 Website: www.bodhitreemultimedia.com

Email: info@bodhitreemultimedia.com

Assent/ Dissent Form for Voting on EOGM Resolutions

1.Name(s) & Registered Address of the sole / first named member	
2.Name(s) of the Joint-Holder(s): (if any)	
3. i) Registered Folio No: ii) DPID No & Client ID No. (Applicable to members holding shares dematerialized form)	
4. Number of Shares(s) held	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of General Meeting held on the Tuesday 21<sup>st</sup> November, 2023 At 09.30 am at the registered office of the Company situated at 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari (West) Mumbai -400102. Maharashtra. India. by conveying my/ our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Item No.	Resolutions	Optional	
		For	Against
Special Business			
1	Increase in Authorised Share Capital:		
2	Regularization of Additional Director Mr Suneel Kumar Jain DIN 10371576 by appointing him as Non-Executive Independent Director.		
3	Regularization of Additional Director Mr Rahul Kanodia DIN 02320727 by appointing him as Non-Executive Non-Independent Director.		

Place

Date

Signature of the Shareholder Authorized Representative

## ROUTE MAP OF THE EGM VENUE

**Venue: 5th Floor, 507, Reliable Business Centre, Anand Nagar, Oshiwara, Jogeshwari (West) Mumbai -400102. Maharashtra. India.**

