



Date: 08.09.2023

To, The Listing Compliance NATIONAL STOCK EXCHANGE OF INDIA LTD. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400051 NSE SYMBOL : BTML	To, Manager Department of Corporate Services, BSE LIMITED P. J. Towers, Dalal Street, Mumbai – 400 001. BSE SCRIP: 543767
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Subject : Notice of Annual General Meeting for the Financial Year 2022-23

Dear Sir/Madam,

We are enclosing herewith Notice of the Annual General Meeting for the Financial Year 2022-23 and is also available on the website of the Company at www.bodhitreemultimedia.com.

This is for your information and record.

Thanking You.

Yours Faithfully,

For **BODHI TREE MULTIMEDIA LIMITED**

Mautik Digitally signed by
Mautik Ajit Tolia
Ajit Tolia Date: 2023.09.08
14:22:56 +05'30'

MAUTIK AJIT TOLIA
MANAGING DIRECTOR
DIN: 06586383



BODHI TREE MULTIMEDIA LIMITED

507,5th Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogeshwari (W), Mumbai- 400102 Tel.:022 40101293 Email: info@bodhitreemultimedia.com www.bodhitreemultimedia.com

CIN: L22211MH2013PLC245208

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BODHI TREE MULTIMEDIA LIMITED WILL BE HELD ON SATURDAY 30TH SEPTEMBER 2023 AT 9 AM THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

Item No. 1.

Adoption of financial statements:

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended on that date and the Reports of the Directors and the Auditors thereon.

Item No. 2.

To re-appoint Mr. Mautik Ajit Tolia (DIN: 06586383) who retires by rotation & being eligible offers himself for re-appointment as Director:

"RESOLVED THAT, pursuant to the provisions of Section 152 (6) and other applicable provisions of the Companies Act, 2013 Mr. Mautik Ajit Tolia (DIN: 06586383) who retires by rotation & being eligible offers himself for re-appointment as Director, be and is hereby re- appointed as a Director liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3

Increase The Authorised Share Capital Of The Company And Consequential Amendment In The Capital Clause In The Memorandum Of Association Of The Company.

To consider and if thought fit to pass, the following resolution as a Special 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, 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs only) divided into 1,25,00,000 (Rupees One Crore Twenty Five Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to 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 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 capital of the Company is 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 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."

Regularization of Additional Director Mr Niranjana Vidyasagar DIN 07477228 by appointing him as Non-Executive Independent Director.

Item No. 4

Declaration of Dividend

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

"To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):
"RESOLVED THAT a dividend at the rate of 5% percent (Viz. Re. 0.50/- per share having face value of Rs. 10/- each) fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2023."

"RESOLVED FURTHER THAT a dividend at the rate of Re 0.50 Per equity share capital of the company for the year ended 31st March 2023 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares."

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly/ severally authorised to do such things, actions and deeds as may be incidental or necessary to give effect to the payment of Final Dividend."

Item No. 5

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary 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.Niranjan Vidyasagar DIN 07477228 who was appointed as an Additional Director of the Company with effect from 21/07/2023 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 Annual 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 21/07/2023."

"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. 6.

Regularization of Additional Director Mr Suyog Sanjay Jadhav DIN 07604183 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 Ordinary 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 Suyog Jadhav DIN 07604183 who was appointed as an Additional Director of the Company with effect from 20/12/2022 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 Annual 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 20/12/2022."

"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

Date: 07/09/2023

Place: Mumbai

NOTES:

In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') General Circular Nos. 20/2020 and 2/2022 dated 5th May, 2020 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), the Company is convening the Annual General Meeting ('AGM') through VC/OAVM without the physical presence of the Members. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Hence, in compliance with the Circulars, the 10th AGM of the Company is being held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The deemed venue for the 10th AGM shall be at the Registered Office of the Company

Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://www.bodhitreemultimedia.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

In terms of the provisions of section 152 of the Companies Act, 2013, Mr. Mautik Ajit Tolia, Managing Director retires by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their re-appointment. Details of the Directors retiring by rotation/ seeking re- appointment at the ensuing meeting are provided in the Notice.

The Register of Members and the Share Transfer Books of the Company will remain closed from, **Sunday, 24th September 2023 to Saturday, 30th September 2023** (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March 2023.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AREAS UNDER:

The remote e-voting period begins on **Wednesday, 27th September 2023** at 9.00 a.m. and will end on **Friday, 29th September 2023** at 5.00 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. **22nd September 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 **22nd September 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:


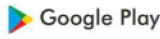


Step 1: Access to NSDL e-Voting system

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.	<ol style="list-style-type: none"> <li data-bbox="472 510 1490 763">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="472 801 1490 898">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="472 936 1490 1218">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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 or joining virtual meeting & voting during the meeting. <li data-bbox="472 1256 1490 1317">Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p data-bbox="512 1352 842 1382">NSDL Mobile App is available on</p> <div data-bbox="517 1397 847 1435">   </div> <div data-bbox="549 1451 820 1554">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="472 1585 1490 1742">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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. <li data-bbox="472 1780 1490 1966">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 or joining virtual meeting & voting during the meeting. 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 data-bbox="472 2004 1490 2092">If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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
Individual Shareholders holding securities in demat mode with CDSL	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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in or call at toll free no.: 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p> <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>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.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p>	<p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p> <p>Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.</p> <p>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</p> <ol style="list-style-type: none"> 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 and General Meeting is in active status. 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting". 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 <p>General Guidelines for shareholders</p> <ol style="list-style-type: none"> 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 info@csjmco.com with a copy marked to

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.

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 to reset the password.

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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at 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.
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. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

The instructions for members for e-voting on the day of the EGM/AGM are as under:

1. The procedure for e-Voting on the day of the EGM/AGM is

same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EGM/AGM through VC/OAVM areas under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@bodhitreemultimedia.com. The same will be replied by the company suitably.

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	Mautik Ajit Tolia
Date of Birth	07/08/1978
Date of appointment	04/07/2013
Expertise in specific functional area	He has more than 20 years of vast and varied experience in media and entertainment sector
Qualifications	BA in Economics, Mumbai MA in Media Communication Studies, UK Msc Econ – International Politics, UK PLAM (Program on Leading And Managing), IIM Kolkata
Other Companies in which Directorship is held as on March 31, 2023	2 Companies
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	Nil
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	2
Shareholding in the Company as on March 31, 2023	44,00,975 Equity Shares

Name of the Director	Niranjan Vidyasagar
Date of Birth	20/10/1975
Date of appointment	21/07/2023
Expertise in specific functional area	He has expertise in Digital Marketing, Film Marketing
Qualifications	Post Graduate(M.B.A)
Other Companies in which Directorship is held as on March 31, 2023	NIL
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Shareholding in the Company as on March 31, 2023	NIL

Name of the Director	Suyog Jadhav
Date of Birth	09/09/1989
Date of appointment	20/12/2022
Expertise in specific functional area	Mr. Suyog after fortifying his education with a Master's degree in Management Studies went on to begin his career as a business consultant in the healthcare industry where he created a synergy between corporate and grass root level rural Indian systems.
Qualifications	Master's degree in Management Studies
Other Companies in which Directorship is held as on March 31, 2023	NIL
Chairman of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Members of Committees formed by Board of Other Companies on which he is a director as on March 31, 2023	NIL
Shareholding in the Company as on March 31, 2023	NIL

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Chairman & Managing Director
DIN 06586383

Date: 07/09/2023
Place: Mumbai

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.3

The present Authorised Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty 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, 07th September 2023, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakh) Equity Shares having face value of Re. 10/- each to Rs.14,50,00,000/- (Rupees Fourteen Crore Fifty Lakhs Only) divided into 1,45,00,000 (Fifty One Crore Forty Five Lakh) Equity Shares having face value of Re. 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 from Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakh) Equity Shares having face value of Re. 10/- each to Rs.14,50,00,000/- (Rupees Fourteen Crore Fifty Lakhs Only) divided into 1,45,00,000 (Fifty One Crore Forty Five Lakh) Equity Shares having face value of Re. 10/- each." and 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 3** of the accompanying Notice in the interests of the Company.

Item No.4

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

"RESOLVED THAT a dividend at the rate of 5% percent (Viz. Re. 0.50/- per share) fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2023 and the same be paid as

recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2023."

"RESOLVED FURTHER THAT a dividend at the rate of Re 0.50 Per equity share capital of the company for the year ended 31st March 2023 be paid subject to the approval of the shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing in proportion to the paid up value of the equity shares."

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby jointly/ severally authorised to do such things, actions and deeds as may be incidental or necessary to give effect to the payment of Final Dividend."

Item No.5

The Board recommends passing of the resolution as set out in Item No. 5 of the accompanying Notice as an Ordinary Resolution

Mr. Niranjana Vidyasagar DIN 07477228 who was appointed as an Additional Director of the Company with effect from 21/07/2023.

Mr. Niranjana Vidyasagar was appointed as an Additional Director of the Company with effect from 21/07/2023, 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. Niranjana Vidyasagar, hold office up to the date of this Annual 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. Niranjana Vidyasagar 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 payable to Mr. Niranjana Vidyasagar as Non-Executive Independent Director of the Company.

Your Directors recommend resolution in item number 5 as Ordinary Resolution for approval of the members. None of the Directors, Key Managerial Personnel and their relatives thereof other than to Mr. Niranjana Vidyasagar has any concern or interest, financial or otherwise in the resolution set out in item number 5 of this notice. By order of the Board

Item No.6

The Board recommends passing of the resolution as set out in Item No. 6 of the accompanying Notice as an Ordinary Resolution

Mr. Suyog Jadhav DIN 07604183 who was appointed as an Additional Director of the Company with effect from 20/12/2022, 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. Suyog Jadhav, hold office up to the date of this Annual 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. Suyog Jadhav 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 payable to Mr. Suyog Jadhav as Non-Executive Independent Director of the Company.

Your Directors recommend resolution in item number 6 as Ordinary Resolution for approval of the members. None of the Directors, Key Managerial Personnel and their relatives thereof other than to Mr. Suyog Jadhav has any concern or interest, financial or otherwise in the resolution set out in item number 6 of this notice.

By order of the Board
For Bodhi Tree Multimedia Limited

Sd/-

Mr. Mautik Ajit Tolia

Chairman & Managing Director

DIN 06586383

Date: 07/09/2023

Place: Mumbai