



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF BODHI TREE MULTIMEDIA LIMITED FOR THE FINANCIAL YEAR 2025-2026 WILL BE HELD ON TUESDAY, 30TH DECEMBER 2025 AT 12:00 PM (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM).

**ITEM NUMBER 1: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any amendments, statutory modifications, or re-enactments for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"); and all other applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA"), the Registrar of Companies ("ROC"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the Company's equity shares are listed (collectively, the "Applicable Regulatory Authorities"); and subject to such approvals, consents, permissions, and sanctions as may be required from the Applicable Regulatory Authorities; and subject further to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, which the Board of Directors of the Company (the "Board", which term shall include any committee thereof or any person authorized by the Board to exercise its powers) may accept—the consent of the Members be and is hereby accorded to create, offer, issue, allot, and deliver, in one or more tranches, up to 12,00,000 (Twelve Lakhs) Equity Shares of Re. 1/- (Rupee One only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share, on a preferential basis for consideration other than cash (share swap) ("Preferential Issue").

**RESOLVED FURTHER THAT** the above Preferential Issue is being undertaken as consideration for the acquisition of 2,00,000 Equity Shares, representing 20% of the shareholding of Lehren Networks Private Limited ("Selling Company"), and shall be carried out on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws."

### Details of Proposed Equity Allottees

| Sr. No | Name of the Equity Proposed Allottees | Pre-Pref Holding | No of Equity Shares of the Company to be Issued and Allotted swapping | Current Status / Category | Proposed Status / Category |
|--------|---------------------------------------|------------------|---|---------------------------|----------------------------|
| 1      | Mr. Mritunjay Surendernath Pandey     | -                | 12,00,000   | Non-Promoter              | Non-Promoter               |

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

**"RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 28<sup>th</sup> November 2025, i.e., 30 days prior to the date of passing of the Special Resolution at the Extra Ordinary General Meeting."

**"RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.



- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

**"RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

**"RESOLVED FURTHER THAT** the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

**For and on behalf of the board of the directors of**

**Bodhi Tree Multimedia Limited**

**Sd/-**

**Mautik Ajit Tolia**

**Chairperson and Managing Director**

**DIN: 06586383**

**Date: 27<sup>th</sup> November 2025**



**NOTES TO THE NOTICE: -**

1. The Government of India, Ministry of Corporate Affairs has allowed conducting General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 09/2024 dated 19th September, 2024 read with Circular No. 09/2023 dated 25th September, 2023, Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Extra Ordinary General Meeting (EGM) through VC/OAVM. In terms of the said circulars, the EGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EGM through VC/OAVM only.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the EGM, as set out in this Notice, is annexed hereto.
3. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.
4. Corporate Members intending to appoint their Authorized Representative(s) to attend the EGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the EGM.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode (by email) to those Members whose e-mail ids are registered with the Company/Depositories. Members may note that the Notice of the EGM will be available on the website of the Company at [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In the case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has appointed M/s Jaymin Modi & Co, Practicing Company Secretaries, to act as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner and the scrutinizer has communicated his willingness to be appointed and be available for the purpose.
8. The Scrutinizer shall, immediately after the conclusion of the e-voting at the EGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.
9. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the Extra Ordinary General Meeting. The notice of the Extra Ordinary General Meeting of your Company for the Financial Year 2024-2025 would also be made available on the Company's website: [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com).
10. Members can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants to avail this facility.
11. Members are requested to send in their queries at least a week in advance to the Company Secretary and Compliance officer at [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com) to facilitate clarifications during the EGM.



12. The venue of the EGM shall be deemed to be the Registered Office of the Company, the Route Map is not annexed in this Notice.
13. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the Extra Ordinary General Meeting.
14. The instructions for members for remote e-voting and joining general meeting are as under: -

The remote e-voting period commences on **Friday, 26<sup>th</sup> December 2025 at 9:00 a.m.** and ends on **Monday 29<sup>th</sup> December 2025 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., **Tuesday, 23<sup>rd</sup> December 2025**, 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, i.e., **Tuesday, 23<sup>rd</sup> December 2025**.

#### **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>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.</li><li>2. Existing IDeAS 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 "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 redirected 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. 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 held 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</li></ol> |

|  |   |
|--|---|
|  | <p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <br/>  </div> <div style="text-align: center;">  <br/>  </div> </div>  |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <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.cdsliindia.com">www.cdsliindia.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.cdsliindia.com">www.cdsliindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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.cdsliindia.com">www.cdsliindia.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.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>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.</p>  |

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.com">evoting@nsdl.com</a> or call at 022 - 4886 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@cdsliindia.com">helpdesk.evoting@cdsliindia.com</a> or contact at toll free no. 1800-21-09911 |

**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:

| 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<br>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<br>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<br>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](https://www.evoting.nsdl.com/).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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, the homepage of e-Voting will open.

#### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system**

How to cast your vote electronically and join General Meeting 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 (i.e. Manoj Parakh & Associates) by e-mail [info@csjmco.com](mailto:info@csjmco.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 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Process for those Shareholders whose email ids/mobile no. 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 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](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.

**Instructions for Members for E-Voting on the day of the EGM are as under:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

**Instructions for members for attending the EGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the EGM 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](mailto:info@bodhitreemultimedia.com). The same will be replied by the company suitably.

**Instructions for Shareholders/ Members to Speak (Speaker registration) during the Extra Ordinary General Meeting:**

1. Shareholders who would like to speak during the meeting must register their request by Wednesday, 17<sup>th</sup> September, 2025 with the company on the email id [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com) in mentioning their name, demat account number/ folio number, e-mail id, mobile number created for the general meeting.
2. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**For and on behalf of the board of the directors of  
Bodhi Tree Multimedia Limited**

**Sd/-**

**Mautik Ajit Tolia**  
**Chairperson and Managing Director**  
**DIN: 06586383**  
**Date: 27<sup>th</sup> November 2025**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

Item Number 1

The Members are hereby informed that the Board of Directors, at its meeting held on 27th November 2025, approved the acquisition of 20% of the equity share capital of Lehren Networks Private Limited ("Selling Company"). Consequently, the Board also approved the execution of the Share Purchase and Share Subscription Agreement ("SPSSA") and other necessary documents in connection with the proposed transaction between the Company, the Selling Company, and the shareholders of the Selling Company, whereby the Company will acquire 20% of the equity share capital of the Selling Company.

**Brief profile of Lehren Networks Private Limited (LNPL)**

**Incorporated:** 06/09/2013

**Corporate Identity: Private Limited Company**

Registered Office: B - 814, 8th Floor, Samartha Aishwarya, Opp Highland Park, Oshiwara, Andheri (West), Mumbai - 400053, Maharashtra, India.

**Industry to which the entity being acquired belongs**

LNPL, is a heritage Indian entertainment media company with a legacy dating back to 1987. Originally established as a pioneer in video film magazines, it has since transformed into a dynamic, digital-first, multi- platform network. Backed by a rich library of archival content and strong reach across major digital platforms and vernacular markets, Lehren is strategically positioned to harness the next wave of digital entertainment growth in India and beyond.

LNPL business is of high-quality content broadcasting, telecasting, relaying, transmitting, distributing or running any video, audio, voice, or other programmes or software, (both proprietary and third party) over television, satellite, radio, internet, Iptv, telecom or any other media, within and outside India and to make innovative use of broadcasting technology, online distribution, social media and mobile platforms to reach audiences wherever and whenever they use media and to provide content that is fair, accurate, balanced, objective, transparent, consistent with the editorial independence of producers.

**Percentage of shareholding / control acquired and / or number of shares acquired**

The Company shall acquire 20% equity stake in LNPL, comprising 2,00,000 equity shares of Rs. 10/- each, upon closing of the transaction. Consideration for the acquisition shall be discharged by Issuance and allotment of up to 12,00,000 equity shares of Rs. 1/- each of the Company at an issue price of Rs. 10/- per share, aggregating to Rs. 1,20,00,000/-

As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Selling company being consideration towards the swap shares. For acquisition of the equity shares of Selling company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash.

Accordingly, the Board pursuant to its resolution dated 27th November 2025, has approved the issue of up 12,00,000 (Twelve Lakhs) Equity Shares of Re. 1/- (Rupee One only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 2,00,000 Equity Shares representing 20% shareholding of LNPL.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI ((ICDR)) Regulations ") are as follows:**

**1. Objects of the Preferential Issue:**

| Purpose for which issue proceeds is proposed to be utilized | Total Estimated amount In Rs.) | Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds |
|---|--------------------------------|---|
|---|--------------------------------|---|



|  |                   |                |
|--|-------------------|----------------|
| The object of the issue is to discharge the purchase consideration payable for the acquisition of the Selling Company by acquiring 2,00,000 equity shares, representing 20% of the shareholding of Lehren Networks Private Limited | Rs. 1,20,00,000/- | Swap of Shares |
|--|-------------------|----------------|

As the proposed total issue size does not exceed Rs. 100 crores, thus Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, appointment of Monitoring Agency is not applicable.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

**2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 12,00,000 (Twelve Lakhs) Equity Shares of Re. 1/- (Rupee One only) each at an issue price of Rs. 10/- (Rupees Ten Only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of Selling Company persons forming part of the Non-Promoter Public category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under.

The issue of equity share shall be subject to the following terms and conditions:

- a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.



**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are frequently traded and are listed on the BSE Limited and National Stock Exchange of India Limited. The recognised stock exchange is National Stock Exchange of India Limited. The price has been determined In accordance with Regulation 164 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 28<sup>th</sup> November 2025, 30 days prior to the date of Passing of the Special Resolution in the Extra Ordinary General Meeting.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**

In terms of the Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares can be issued is the highest of the following:

- a. Rs. 8.68/- per share being the volume weighted average price of the Company's equity shares quoted on the NSE during the 90 trading days immediately preceding the Relevant Date; or
- b. Rs. 9.02/- per share being the volume weighted average price of the Company's equity shares quoted on the NSE during the 10 trading days immediately preceding the Relevant Date.

The pricing certificate as prescribed under the Regulation 164 of SEBI (ICDR) Regulation, 2018 by Practicing Company Secretary is enclosed herewith and the same can be accessed at Rs. 9.02/- per share.

**4. Name and Address of Valuer who performed Valuation:**

Not Applicable

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 2,00,000 Equity Shares representing 100% shareholding of Tandhan Polyplast Limited ("Selling Company") on a preferential.

**6. Principal terms of Assets charged as securities:**

The Equity Shares are being issued on a preferential basis for Re. 1/- (Rupee One only) each at an issue price of Rs. 10/- (Rupees Ten Only) each on preferential basis.

**7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

| Sl. No.  | Category                                    | Pre-issue shareholding |                   | Post- issue shareholding |                   |
|----------|---|------------------------|-------------------|--------------------------|-------------------|
|          |   | No. of Equity Shares   | % Of Shareholding | No. of Equity Shares     | % Of Shareholding |
| <b>A</b> | <b>Promoters and Promoter Group Holding</b> |                        |                   |                          |                   |
| 1        | Indian                                      | 4,40,96,739            | 24.43             | 4,40,96,739              | 24.27             |
|          | Individuals/Hindu undivided Family          |                        |                   |                          |                   |
| 2        | Foreign                                     |                        |                   |                          |                   |
|          | <b>Sub Total (A)</b>                        | <b>4,40,96,739</b>     | <b>24.43</b>      | <b>4,40,96,739</b>       | <b>24.27</b>      |
| <b>B</b> | <b>Non-Promoter Holding</b>                 |                        |                   |                          |                   |
| 1        | <b>Institutions</b>                         |                        |                   |                          |                   |
| 1a       | <b>Institutions (Domestic)</b>              |                        |                   |                          |                   |
|          | Alternate Investment Funds                  | 1,58,71,848            | 8.79              | 1,58,71,848              | 8.74              |
| 1b       | <b>Institutions (Foreign)</b>               |                        |                   |                          |                   |
|          | Foreign Portfolio Investors Category I      | 7,05,630               | 0.39              | 7,05,630                 | 0.39              |



|    |  |                     |               |                     |               |
|----|--|---------------------|---------------|---------------------|---------------|
|    | Foreign Portfolio Investors Category II              | 1,66,806            | 0.09          | 1,66,806            | 0.09          |
|    | <b>Sub Total B1</b>                                  | <b>1,67,44,284</b>  | <b>9.28</b>   | <b>1,67,44,284</b>  | <b>9.22</b>   |
| 2  | Non – Institutions                                   |                     | -             |                     |               |
| 2a | Individuals (share Capital up to Rs. 2 lakhs)        | 4,04,45,491         | 22.41         | 4,04,45,491         | 22.26         |
| 2b | Individuals (share Capital in excess of Rs. 2 lakhs) | 4,27,43,726         | 23.68         | 4,27,43,726         | 23.52         |
| 2c | Non-Resident Indians (NRIs)                          | 9,88,999            | 0.55          | 9,88,999            | 0.54          |
| 2d | Bodies Corporate                                     | 2,72,02,191         | 15.07         | 2,84,02,191         | 15.63         |
| 2e | Any Other (specify)                                  | 82,76,347           | 4.59          | 82,76,347           | 4.56          |
|    | <b>Sub Total B2</b>                                  | <b>11,96,56,754</b> | <b>66.29</b>  | <b>12,08,56,754</b> | <b>66.52</b>  |
|    | <b>Sub-Total (B)</b>                                 | <b>13,64,01,038</b> | <b>75.57</b>  | <b>13,76,01,038</b> | <b>75.73</b>  |
| C1 | Shares underlying DRs                                | -                   | -             | -                   | -             |
| C2 | Shares held by Employee Trust                        | -                   | -             | -                   | -             |
| C  | Non-Promoter – Non- Public                           | -                   | -             | -                   | -             |
|    | <b>Grand Total (A+B+C)</b>                           | <b>18,04,97,777</b> | <b>100.00</b> | <b>18,16,97,777</b> | <b>100.00</b> |

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

**11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year 2025-2026, the Company has not made allotment on preferential basis to any person.

**12. Valuation for consideration other than cash:**

The valuation of the same is based on the independent valuation report received from Bhavesh M Rathod Chartered Accountants, Registered Valuer – SFA Office Add: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 Email: bhavesh@cabr.in Mobile: +91 9769 11 34 90

The valuation report of the Registered Valuer pursuant to Regulation 164 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://bodhitreemultimedia.com/investors.html> .

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 2,00,000 Equity Shares constituting 20% stake of the Selling Company from the Proposed Allotees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 1 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

**14. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

**15. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**16. Certificate:**

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practising company secretary can also be accessed on the company website on <https://bodhitreemultimedia.com/investors.html> .

**17. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**18. Disclosures specified in Schedule VI of the SEBI ((ICDR)) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sr . N o | Name of the proposed allottee     | Pre-issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding     |               | No. of shares to be issued | Shareholding post allotment of Equity |               | Post-issue Category |
|----------|-----------------------------------|--------------------|--|-----------------------|---------------|----------------------------|---------------------------------------|---------------|---------------------|
|          |                                   |                    |  | No. of Equity Share s | % of Holdin g |                            | No. of Equity Shares                  | % of Holdin g |                     |
| 1        | Mr. Mritunjay Surendernath Pandey | Non-Promoter       | Not Applicable   | -                     | -             | 12,00,000                  | 12,00,000                             | 0.66          | Non-Promoter        |

**20. SEBI Takeover Code:**

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

**21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**22. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**23. Other disclosures/undertaking**

- a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.



- b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
- d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

**24. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**25. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 1 in the accompanying notice for approval by the Members.

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

**For and on behalf of the board of the directors of**

**Bodhi Tree Multimedia Limited**

**Sd/-**

**Mautik Ajit Tolia**

**Chairperson and Managing Director**

**DIN: 06586383**

**Date: 27<sup>th</sup> November 2025**