



Date: 08.09.2023

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

**Ref : Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to the Provisions of Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report together with notice of the AGM for the Financial Year 2022-23 and is also available on the website of the Company at [www.bodhitreemultimedia.com](http://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  
Date: 2023.09.08  
14:21:38 +05'30'  
Ajit Tolia

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



**BODHI TREE MULTIMEDIA LIMITED**

507,5<sup>th</sup> Floor, Reliable Business Center Commercial Premises Co Op Soc Ltd, Anand Nagar, Opp Heera Panna Shopping Center, Oshiwara, Jogheshwari (W), Mumbai- 400102 Tel: 022 40101293 Email: [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com) [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com)

CIN: L22211MH2013PLC245208

The logo for Bodhi Tree, featuring the words "bodhi tree" in a red, handwritten-style font. The word "tree" has a stylized tree icon integrated into the letter "e".

bodhi tree

A large white rectangular box with a thin border, containing the title text. Below the box, a white downward-pointing arrow shape is formed by the background image, pointing towards a silhouette of a person standing on a mountain peak.

CHARTING  
NEW HORIZONS  
IN CONTENT CREATION

Bodhi Tree  
Multimedia Limited

ANNUAL REPORT  
2022-23



# 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 Niranjan 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(i) 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(i) 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(i) 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(i) 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

Date: 07/09/2023  
Place: Mumbai

Sd/-  
**Mr. Mautik Ajit Tolia**  
Chairman & Managing Director  
DIN 06586383



## 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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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>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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>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>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing myeasi username &amp; password.</li> <li>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 &amp; 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> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



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](http://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 voting 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.
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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:tevoting@nsdl.co.in">tevoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for e-Voting 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>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:	d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
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.	8. Now, you will have to click on "Login" button.
c) How to retrieve your 'initial password'?	9. After you click on the "Login" button, Home page of e-Voting will open.
<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><b>Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.</b></p> <p>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</p>
<p>(ii) If your email ID is not registered, please follow steps mentioned below <b>in process for those shareholders whose email ids are not registered.</b></p>	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.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:	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/DAYM" link placed under "Join Meeting".
a) Click on "Forgot User Details/Password?" (if you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .	3. Now you are ready for e-Voting as the Voting page opens.
b) Physical User Reset Password?" (if you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .	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.
c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.	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><b>General Guidelines for shareholders</b></p>
	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 <a href="mailto:info@csjmco.com">info@csjmco.com</a> 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](http://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](http://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](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@bodhitreemultimedia.com](mailto:info@bodhitreemultimedia.com). If you are an Individual 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.

**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 are as 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](mailto: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. Niranjan Vidyasagar DIN 07477228 who was appointed as an Additional Director of the Company with effect from 21/07/2023.

Mr. Niranjan 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. Niranjan 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. Niranjan 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. Niranjan 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. Niranjan 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

DRAFT VERSION 3



# DIRECTOR'S REPORT

The Board of Directors are pleased to present the Company Consolidated Annual Report and the Company's audited financial statements for the financial year ended 31st March, 2023.

## 1. OPERATING RESULTS

The operating results of the Company for the year ended 31st March, 2023 are as follow:

Particulars	Amount in Thousand			
	Year ended 31st March 2023		Year ended 31st March 2022	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	4,28,216.82	4,28,216.82	593887.76	5,93,887.76
Profit before tax from continuing operations	45545.09	45,545.09	30337.99	30,337.99
Tax Expenses (Including Deferred Tax)	(12976.59)	(12976.59)	1951.93	1951.93
Profit after Tax	32568.50	32568.50	32289.13	32289.13
Total Income for the year	32568.50	32568.50	32289.13	32289.13

## 2. TRANSFER TO RESERVES

There are no transfers to any specific reserves during the year.

## 3. THE STATE OF THE COMPANY'S AFFAIR

During the year under review, your Company achieved total revenue from operations of Rs. 4,28,216.82/- (In Thousand) previous year (In Thousand Rs. 593887.76/-).

The profit after tax (including other comprehensive income) is at Rs. 32568.50/- In Thousand (previous year Rs. 32289.13/- In Thousand).

## 4. DIVIDEND

Your Directors recommended dividend of Rs.0.50 on per equity shares for the financial year ended 31st March 2023.

## 5. CASH FLOW AND CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and consolidated Financial Statement is part of the Annual Report.

## 6. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of the Company.

## 7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND.

There was no transfer during the year to the Investor Education and Protection Fund in terms of Section 125 of the Companies Act, 2013.

## 8. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE ETC.

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules,

2014 is furnished as Annexure A to Director's Report.

## 9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Risk Management Committee and the Board of Directors of the Company. The Company has constituted Risk Management Committee and its risk management policy is available on the website of the Company.

## 10. INTERNAL CONTROL SYSTEM

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors and their significant audit observations and follow up actions thereon are reported to the Audit Committee.

## 11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, your Company has not made any investment, given any loan or guarantee falling within the meaning of section 186 of the Companies Act, 2013 and the rules made thereunder.

## 12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES



All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

The transactions are being reported in Form AOC-2 i.e. Annexure B in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature.

### 13. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual temporary, trainees) are covered under the said policy.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

### 14. ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 following is the link for Annual Return Financial Year 2022-23

<https://www.bodhitreemultimedia.com/about/investors.html>

### 15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

During the financial year, the Board met 6 times on 07/04/2022, 04/08/2022, 07/09/2022, 14/11/2022, 29/11/2022, 20/12/2022 and 25/03/2023

### 16. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirm:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- That the selected accounting policies were applied

consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2023, and that of the profit of the Company for the year ended on that date.

- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the annual accounts have been prepared on a going concern basis.
- The Board has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 17. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

### 18. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as Annexure C to this report. In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules, if any, forms part of the Report.

The policy is available on the Company's website [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com).

### 19. DIRECTORS

Mr. Mautik Ajit Tolia is liable to retire by rotation in this ensuing Annual General Meeting and being eligible he has offered himself for reappointment.

Your directors recommend her re-appointment. Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

There has been no change in the circumstances affecting their status as Independent Directors of the Company.

### 20. ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that composition and remuneration is reasonable and sufficient to



attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

#### **21. DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

#### **22. STATUTORY AUDITORS**

M/s SARA & Associates, Chartered Accountants, (Firm Registration No. 120927W), Mumbai, was appointed as Statutory Auditor of the Company at the 7th Annual General Meeting held on 15th September 2020, for a term of five years till the conclusion of the 12th AGM to be held in the year 2025.

#### **23. INTERNAL AUDITORS**

M/s S Khasgiwala & Co Chartered Accountants, were appointed as internal auditors by the Board for the financial year 2022-23 and who have issued their reports on quarterly basis.

#### **23. SECRETARIAL AUDITORS**

The Company has appointed M/s. Brijesh Shah & Co. Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2022-2023 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the FY 2022-23 is annexed herewith and forms part of this report as Annexure D. Secretarial Audit is not applicable to the Subsidiary, not being a material subsidiary.

#### **24. COST RECORDS AND COST AUDIT**

The provision of the Companies (Cost Records and Audit) Rules, 2014 is not applicable to the Company. Maintenance of cost records as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 was not applicable for the business activities carried out by the Company for the FY 2022-23. Accordingly, such accounts and records are not made and maintained by the Company for the said period.

#### **25. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There are no qualifications, reservations or adverse remarks

or disclaimers made by the auditors and the practicing company secretary in their reports.

#### **26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Annual Report as Annexure E.

#### **27. HOLDING, SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES**

M/s. Phataka Films LLP is the Joint Venture of the Company. The Consolidated Financial Statement of your Company form part of this Annual Report. Annual Report of your Company does not contain the Financial Statements of its Joint Venture. The Audited Annual Accounts and related information of the Company's Joint Venture will be made available upon request. Statement containing salient features of the financial statement of Joint Venture are disclosed in Annexure F.

#### **28. VIGIL MECHANISM**

The Company has established a vigil mechanism policy to oversee the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimisation of employees and Directors who express their concerns.

The Vigil Mechanism Policy is available at the website of the Company: [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com).

#### **29. REPORTING OF FRAUD BY AUDITORS**

During the year under review, the Internal Auditors, Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

#### **30. ANNUAL EVALUATION BY THE BOARD**

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, the performance evaluation of the Board and its Committees were carried out during the year under review.

#### **31. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There are no material changes and commitments affecting the financial position of the Company occurred during the financial year.



### 32. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

During the year there has been no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

### 33. COMMITTEES OF THE BOARD

In accordance with the Companies Act, 2013, There are currently 3 Committees of the Board, as follows:

#### • Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee as on the date of the report comprises of 3 Non-Executive Independent Directors.

Following are the members of the Committee

**Saloni Sunil Kapadia**

Independent Non-Executive Director, Chairman

**Nutan Jha**

Independent Non-Executive Director, Member

**Mautik Ajit Tolia**

Executive Director, Member

During the year there were in total, 4 Audit committee meetings held on 07/04/2022, 07/09/2022, 14/11/2022 and 15/02/2023.

The Chairperson of Audit Committee was present in previous AGM held on 30/09/2022 to answer shareholder's queries.

Broad terms of reference of the Audit Committee are as per following:

The role of the audit committee shall include the following:

- 1 Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2 Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- 3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4 Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- 5 Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
- 7 Approval or any subsequent modification of transactions of the listed entity with related parties.
- 8 Evaluation of internal financial controls and risk management systems.

- 9 Reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal controls systems.
- 10 Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 11 Discussion with internal auditors of any significant findings and follow up there on.
- 12 Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 13 Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 14 To review the functioning of the whistle blower mechanism.
- 15 Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- 16 Carrying out any other function as is mentioned in the terms of reference of the audit committee

#### • Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Committee comprises of 3 Non-Executive Directors.

The Nomination and Remuneration Committee met Once in the Financial Year 2022-2023 on 20/12/2022.

The necessary quorum was present in the said meetings.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on 30/09/2022.

The composition of the Committee and the details of meetings held and attended by the Directors are as under:

**Uma Krishnan**

Independent Non-Executive Director, Chairman

**Nutan Jha**

Independent Non-Executive Director, Member

**Saloni Sunil Kapadia**

Independent Non-Executive Director, Member



Role of nomination and remuneration committee, inter-alia, include the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) To recommend to the Board all remuneration, in whatever form, payable to senior management.

The policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters is available on company's website.

#### Remuneration of Directors

The remuneration of the Managing Director and Whole-Time Director is recommended by the Remuneration Committee and then approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013.

#### Criteria for making payments

Non-Executive Directors of the Company are paid sitting fees for attending Board and Committee Meetings and no Commission is drawn by either of them during the year.

#### Performance evaluation criteria for Independent Directors:

- 1) Attendance and participations in the meetings.
- 2) Preparing adequately for the board meetings.
- 3) Contribution towards strategy formation and other areas impacting company performance
- 4) Rendering independent, unbiased opinion and resolution of issues at meetings.
- 5) Safeguard of confidential information.
- 6) Initiative in terms of new ideas and planning for the Company.
- 7) Timely inputs on the minutes of the meetings of the Board and Committee's.
- 8) Raising of concerns to the Board

#### Remuneration Policy

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 is available at the website of the Company: [www.bodhitreemultimedia.com](http://www.bodhitreemultimedia.com) Further, criteria of making

payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been published below:

#### • Stakeholder Relationship Committee

The Stakeholder Relationship Committee of the Company is constituted in line with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee comprises of 2 Non-Executive Independent Directors, 1 Non-Executive Non-Independent Director.

The committee looks into the shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters. The Committee periodically reviews the status of stakeholders' grievances and redressal of the same.

The Committee met on 12/04/2022, 19/07/2022, 15/10/2021, and 13/01/2023.

The necessary quorum was present for all the meetings. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 30th September 2022.

The composition of the Committee during FY 2022-23 and the details of meetings held and attended by the Directors are as under:

Following are the members of the Committee.

#### **Saloni Sunil Kapadia**

Independent Non-Executive Director, Chairman

#### **Mautik Ajit Tolia**

Executive Director, Member

#### **Sukesh Motwani**

Executive Director, Member

The role of the committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend



warrants/annual reports/ statutory notices by the shareholders of the Company.

#### 34. MEETING OF INDEPENDENT DIRECTORS

A separate meeting of the independent directors ("Annual ID Meeting") was convened on 25/03/2023, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman. Post the Annual ID Meeting, the collective feedback of each of the Independent Directors was discussed by the Chairperson with the Board covering performance of the Board as a whole, performance of the Non-Independent Directors and performance of the Board Chairman. All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there is no change in their status of Independence. As required under Section 149(7) of the Companies Act, 2013.

#### 35. DETAILS OF FAMILIARIZATION PROGRAMMED IMPARTED TO INDEPENDENT DIRECTORS FOR THE FINANCIAL YEAR 2022-2023

On appointment, the concerned Director is issued a Letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Committee Members and other Functional Heads on the Company's finance and other important aspects.

#### 36. CORPORATE GOVERNANCE

Your Company always places a major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an Organization's corporate governance philosophy is directly linked to high performance. The Company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large and strives to serve their interests, resulting in creation of value for all its stakeholders. In terms of Regulation 34 of SEBI (LODR) Regulations, furnishing of Corporate Governance Report is not applicable to the company.

#### 37. OTHER DISCLOSURES

The Company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable. No proceedings against the Company is initiated or pending under the Insolvency and Bankruptcy Code, 2016. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof – Not Applicable.

#### 38. POLICIES

The Company seeks to promote highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation of certain policies for listed companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company.

#### 39. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

Your Directors hereby confirm that the Company has complied with the necessary provisions of the revised Secretarial Standard 1 and Secretarial Standard 2 to the extent applicable to the Company.

#### 40. ENHANCING SHAREHOLDER VALUE

Your Company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organisational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services. Following the vision your Company is committed to creating and maximising long-term value for shareholders.

#### 39. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

#### 41. ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their sincere appreciation and gratitude for the continued co-operation extended by shareholders, employees, customers, banks, suppliers and other business associates.

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



## ANNEXURE A TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Accounts) Rules, 2014

(A) Conservation of Energy

- i) The steps taken or impact on conservation of energy: NIL
- ii) The steps taken by the company for utilizing alternate sources of energy: NIL
- iii) The capital investment on energy conservation equipments: NIL

(B) Technology Absorption

- i) The efforts made towards technology absorption: NIL
  
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution:
  - Better economy, reduction in emission & clean operation;
  - Optimum efficiency
  
- iii) In case of imported technology (imported during the last year reckoned from the beginning of the financial year): NIL
  - The details of technology imported: NIL
  - The year of import: NIL
  - Whether the technology fully absorbed: NIL
  - If not fully absorbed, areas where absorption has not taken place, and the reasons thereof, and: NIL
  
- iv) The expenditure incurred on Research and Development: NIL

# ANNEXURE B TO THE DIRECTORS' REPORT

## FORM NO. AOC – 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by BODHI TREE MULTIMEDIA LIMITED with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

### 1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Nil
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	-
2	Amount	-
3	Nature of contracts/arrangements/transaction	-
4	Duration of the contracts/arrangements/transaction	-
5	Salient terms of the contracts or arrangements or transaction including the value, if any	-
6	Date of approval by the Board	-
7	Amount paid as advances, if any	-



## ANNEXURE C TO THE DIRECTORS' REPORT

### MEDIAN REMUNERATION

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Name of the directors	Ratio to median remuneration
<b>Non-executive directors</b>	
Uma Chidambaram Krishnan	-----
Saloni Sunil Kapadia	-----
Nutanjha	-----
<b>Executive directors</b>	
Mautik Ajit Tolia	-----
Sukesh Devdas Motwani	6.06

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:**

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mautik Ajit Tolia	-----
Sukesh Devdas Motwani	6.06
Saloni Jain	-----
Ravi Bhavanishankar Bhatt	-17.5%

- c. The percentage increase in the median remuneration of employees in the financial year: 2.86%
- d. The number of permanent employees on the rolls of Company: 11
- e. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around 2.86%

Increase in the managerial remuneration for the year was 10.2%

- f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 20/12/2022 that the remuneration paid is as per the remuneration policy of the Company. The Policy is available on the Company's Website.

- g. There are no employees drawing salary in excess of 120 Lakhs as stipulated under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The details of remuneration and commission paid to the Managing Director and Whole-Time Director are as follows:

Category of	Amount in Rs.	
Remuneration	Mautik Ajit Totia Managing Director	Sukesh Devdas Motwani Whole Time Director
	30,00,000.00	33,00,000.00

Sitting Fee paid to Non-Executive Directors and their shareholding as on 31st March, 2023 is as follows:

Name of the Director	Designation	Sitting fees paid in Rs.
Uma Chidambaram Krishnan	Independent Director	-----
Saloni Sunil Kapadia	Independent Director	-----
Nutanjha	Independent Director	-----

**Fees Paid to The Statutory Auditors:**

Total fees for all services paid by the Company to statutory auditors of the Company and other firms in the network entity of which the statutory auditors are a part, during the year ended March 31, 2023 is Rs.5,60,000/-.

DRAFT VERSION 3



# ANNEXURE D TO THE DIRECTORS' REPORT

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2023

[Pursuant to regulation 24A of SEBI (LODR) 2015 and section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Bodhi Tree Multimedia Limited**  
Registered Address  
507, Reliable Business Centre  
Jogeshwari (West) Mumbai 400102.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bodhi Tree Multimedia Limited** (hereinafter called 'The Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, Forms and returns filed and other records maintained by The Company for the year ended on 31st March, 2023 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company during the period under review;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the period under review;
- (f) The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable to the Company during the period under review;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company during the period under review;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the Company during the Audit Period; and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have also examined compliances with the applicable clauses of the following:

- a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India; and
- b) Listing Agreements entered into by the Company with NSE Limited.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above, except:

- Some of the intimations under the provisions of the Companies Act, 2013 have been filed after the lapse of statutory time period. However, necessary additional fees have been remitted for such delay.

I further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except there was delay in appointment of Non-Executive Women Independent Director. The changes in the composition of Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

- Company has allotted 12,49,200 Right Equity Shares face value of 10/- each at a price of Rs.100/- per Equity shares including a premium of Rs.90/- per equity share to its existing shareholders of the company.
- Company has increased Authorised share capital of the company from Rs. 11,00,00,000/- (Rupees Eleven Crores) to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh) and thereby altered the Capital Clause of the Memorandum of Association.
- Company has Allotted 99,96,800 Bonus Equity shares of Rs. 10/- through Circular Resolution in the ratio 4:1 to the member of the company.
- Company migrated from NSE Emerge to NSE Mainboard as well as BSE Mainboard.

For **Brijesh Shah & Co.**  
Company Secretaries

**Mr. Brijesh Shah**

COP: 23145

Mem No. 44476

PRC: 2494/2022

UDIN: A044476E000892565

Place: Mumbai

Date: 30.08.2023



## ANNEXURE – A TO SECRETARIAL AUDIT REPORT

To,  
The Members,  
**Bodhi Tree Multimedia Limited**  
Registered Address  
507, Reliable Business Centre  
Jogeshwari (West) Mumbai 400102.

Our Secretarial Audit Report dated 30th August, 2023 is to be read with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make an audit report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, **Brijesh Shah & Co.**  
Company Secretaries

**Mr. Brijesh Shah**  
COP: 23145  
Mem No. 44476  
PRC: 2494/2022  
UDIN: A044476E000892565

Place: Mumbai  
Date: 30.08.2023

## COMPLIANCE WITH THE CODE OF CONDUCT AND ETHICS

In accordance with Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Business Conduct and Ethics for the financial year ended 31st March, 2023.

For Bodhi Tree Multimedia Limited

Sd/-

**Mautik Ajit Tolia**

Managing Director

DIN 06586383

DRAFT VERSION 3



## CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

To,  
The Board of Directors,  
**Bodhi Tree Multimedia Limited**  
507, Reliable Business Centre  
Jogeshwari (West), Mumbai 400102

We, Mautik Ajit Tolia, Managing Director, Suresh Devdas Motwani, Whole Time Director & Ravi Bhavanishankar Bhatt CFO of the Company, hereby certify that for the financial year ending 31st March, 2023;

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- (b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- (d) we have indicated to the Auditors and the Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year.
- (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

### For Bodhi Tree Multimedia Limited

Sd/-  
**MAUTIK Ajit Tolia**  
Managing Director  
DIN 06586383

Sd/-  
**Suresh Devdas Motwani**  
Wholetime Director  
DIN 06586400

Sd/-  
**Ravi Bhavanishankar BHATT**  
CFO

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To

The Members,

**Bodhi Tree Multimedia Limited**

507, Reliable Business Centre,

Jogeshwari (West), Mumbai 400102.

I have examined the relevant registers records forms returns and disclosures received from the Directors of **Bodhi Tree Multimedia Limited** having CIN **L22211MH2013PLC245208** and having registered office at 507, Reliable Business Centre, Jogeshwari (West), Mumbai 400102, Maharashtra, India. (hereinafter referred to as 'the Company') produced before me by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India Ministry of Corporate Affairs or any such other Statutory Authority.

Sr No.	Name of Director	DIN	Date of Appointment in Company
1	Mautik Ajit Tolia	06586383	04/07/2013
2	Sukesh Devdas Motwani	06586400	04/07/2013
3	Uma Chidambaram Krishnan	08824361	25/08/2020
4	Saloni Sunil Kapadia	08836105	17/08/2020
5	Nutanjha	08848553	25/08/2020
6	Suyog Jadhav	07604183	20/12/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

*Disclaimer: We have not been made available with details or clarification or Non-Applicability certificate, with respect to debarment or disqualification pursuant to any order from civil or criminal court and thus we are unable to conclude any opinion on attraction of disqualification by any such order which have not been presented before us for reporting.*

For, Brijesh Shah & Co.

Practicing Company Secretaries

Sd/-

**Mr. Brijesh shah**

COP: 23145

Mem No. 44476

PRC: 2494/2022

UDIN: A044476E000892521

Place: Mumbai

Date: 30.08.2023



## COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.

To,  
The Members,  
**BODHITREE MULTIMEDIA LIMITED**  
507, Reliable Business Centre  
Jogeshwari (west) Mumbai 400102

1. The Corporate Governance Report prepared by BODHI TREE MULTIMEDIA LIMITED ("the Company"), contains details as stipulated in Regulations 17 to 27 and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ("applicable criteria") with respect to Corporate Governance for the year ended March 31, 2023. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

### Management Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors is also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Our Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.
5. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. The procedures selected depend on our judgment, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records of the Company. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis.

### Opinion

7. Based on the procedures performed by us as referred above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2023.

### Other Matters and restriction on use

8. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

9. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

10. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

**For, Brijesh Shah & Co.**  
Practicing Company Secretaries

Sd/-

**Mr. Brijesh shah**

COP: 23145

Mem No. 44476

PRC: 2494/2022

UDIN: A044476E000892543

Date: 30.08.2023

Place: Mumbai

DRAFT VERSION 3