



**SECRETARIAL COMPLIANCE REPORT
OF
BODHTREE CONSULTING LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019**

We, **P.S. Rao & Associates**, Company Secretaries, have examined:

- (a) All the documents and records made available to us and the explanation provided by **Bodhtree Consulting Limited**, having its registered office at Block "A", Wing "2", Level-6, Cyber Gateway, Hitech City, Madhapur, Hyderabad, TG- 500081, hereinafter referred to as "the listed entity";
- (b) The filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) Website of the listed entity; and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2019** ("01.04.2018 to 31.03.2019"), in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- *Not applicable to the listed entity during the audit period*;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



Contd.....2

::2::

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018- *Not applicable to the listed entity during the audit period;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- *Not applicable to the listed entity during the audit period;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993;
and the circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period;

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except the following;
 - (i) *A notice was issued by the authorities of SEBI as there was non-compliance of the provisions of para 7(vi) of the Code of Conduct of the listed entity as well as of those stipulated in Schedule B under Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 by certain designated employees and an Independent Director by executing contra trades within six months and during the trading window closure period.*
 - (ii) *In-principal approval was not granted by the Stock Exchange under Regulation 28 of the SEBI(LODR) Regulations, 2015 for proposed issue of shares on preferential basis, for which the approval of shareholders was obtained by passing a Special resolution at the General meeting held on 20th September, 2018, as the requirements could not be fulfilled by the listed entity.*
 - (iii) *The listed entity is not in compliance of the provisions SEBI Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 read with Circular CIR/CFD/DIL/7/2013 dated May 13, 2013.*
- b. The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- c. The following are the actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

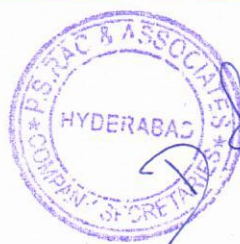
Contd.....3



[Handwritten signature]

::3::

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	SEBI Authorities	A notice was issued by the authorities of SEBI as there was non-compliance of the provisions of para 7(vi) of the Code of Conduct of the listed entity as well of those stipulated in Schedule B under Regulation 9(1) of SEBI (PIT) Regulations, 2015 by certain designated employees and an Independent Director by executing contra trades within six months and during the trading window closure period.	On transfer of the profit made by the respective designated employees to the SEBI-Investor Education and Protection Fund, they were issued warning letters by SEBI to be in strict compliance of the Regulations in the future. The Independent Director was also asked to remit the profits made by him to the SEBI-Investor Education and Protection Fund. The listed entity was asked to take necessary remedial action for avoiding the recurrence of such breaches by the employees and other concerned persons in the future.	The Independent Director has submitted his resignation for the directorship.
2	SEBI Authorities	--	Various letters were issued seeking certain information in relation to transfer of shares held by the BCL Employees Benefit Trust	The listed entity needs to comply with the provisions of SEBI Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 read with Circular CIR/CFD/DIL/7/2013 dated May 13, 2013.



Contd.....4

::4::

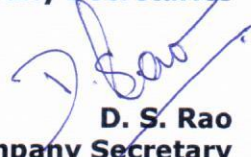
- d. The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
	--	--	--	--

Place: Hyderabad
Date: 30/05/2019

For P.S. Rao & Associates
Company Secretaries




D. S. Rao
Company Secretary
M. No. 12394
C.P. No. 14487