

Quarterly Compliance Report on Corporate Governance

 Name of the Company: **Bodhtree Consulting Limited**

 Quarter ending on: **31st December, 2012**

<i>Particulars</i>	<i>Clause of Listing Agreement</i>	<i>Compliance Status (Yes/No)</i>	<i>Remarks</i>
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (I A)	Yes	--
(B) Non-executive Directors' compensation & disclosures	49 (I B)	Yes	--
(C) Other provisions as to Board and Committees	49 (I C)	Yes	--
(D) Code of Conduct	49 (I D)	Yes	--
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	--
(B) Meeting of Audit Committee	49 (II B)	Yes	--
(C) Powers of Audit Committee	49 (II C)	Yes	--
(D) Role of Audit Committee	49 (II D)	Yes	--
(E) Review of Information by Audit Committee	49 (II E)	Yes	--
III. Subsidiary Companies	49 (III)	N A	--
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	--
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	--
(C) Board Disclosures	49 (IV C)	Yes	--
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	--
(E) Remuneration of Directors	49 (IV E)	Yes	--
(F) Management	49 (IV F)	Yes	--
(G) Shareholders	49 (IV G)	Yes	--
V. CEO/CFO Certification	49 (V)	Yes	--
VI. Report on Corporate Governance	49 (VI)	Yes	--
VII. Compliance	49 (VII)	Yes	--

Yours truly,

 For **BODHTREE CONSULTING LTD**

 N. Palat
 PAL NATARAJAN
 MANAGING DIRECTOR
