

REGISTERED & CORPORATE OFFICE :

Block "A" Wing 2, Level 6, Cyber Gateway
Madhapur, Hyderabad - 500081, Telangana, INDIA

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QUARTERLY REPORT ON CORPORATE GOVERNANCE UNDER REGULATION 27 (2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Name of Listed Entity : BODHTREE CONSULTING LIMITED
2. Quarter ending : 31st December, 2015

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /Cessation	Tenure	No of Directors hips in Listed entity including this listed entity (Refer Regulation 25 (1) of Listing Regulations	No of Memberships in Audit/ Stakeholder Committee s including this listed entity (Refer Regulation 26 (1) of Listing Regulations	No of Post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations
Mr	Sanjiv Gupta	AEFPG3769R & 00233040	Non-Executive	NA	NA	1	0	0
Mr	Nimmagadda Sriram	AARPN3722F & 02978454	Non-Executive-Independent	23-12-2014	5 Years	1	2	0
Mr	Katragadda Rajesh	AKVPK3486B & 02727491	Non-Executive-Independent	23-12-2014	5 Years	2	4	4
Mr	Rama Krishna Lakkimsetti Naga	ADRPL5494M & 03623543	Executive	NA	NA	1	0	0
Mr	Muthukrishnan Swaminathan	AAJPM4805C & 00339373	Non-Executive-Independent	30-09-2015	5 Years	1	2	0
Mr	Krishnan Jayaraman	DZEPK3943N & 07277651	Chairperson-Non-Executive	NA	NA	1	0	0
Mrs	Muneashwari Lakkimsetti	ABWPL2445F & 07219454	Non-Executive	NA	NA	1	0	0



II. Composition of Committees			
Name of Committee		Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee		1. Mr K Rajesh 2. Mr N Sriram 3. Mr Muthukrishnan Swaminathan	Chairperson- Independent- Non-Executive Independent- Non-Executive Independent- Non-Executive
2. Nomination & Remuneration Committee		1. Mr K Rajesh 2. Mr N Sriram 3. Mr Sanjiv Gupta	Chairperson- Independent- Non-Executive Independent- Non-Executive Non-Executive
3. Risk Management Committee (if applicable) (<i>Though not applicable, Voluntarily constituted the Committee</i>)		1. Mr K Rajesh 2. Mr N Sriram 3. Mr Muthukrishnan Swaminathan	Independent- Non-Executive Independent- Non-Executive Independent- Non-Executive
4. Stakeholders Relationship Committee		1. Mr K Rajesh 2. Mr N Sriram 3. Mr Muthukrishnan Swaminathan	Chairperson- Independent- Non-Executive Independent- Non-Executive Independent- Non-Executive
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous Quarter		Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive meetings (in number of days)
a. 14.08.2015 b. 17.09.2015		a. 27.10.2015 b. 14.11.2015	39 days
IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant Quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the previous Quarter	Maximum gap between any two consecutive meetings in number of days
<u>Audit Committee</u> a. 14.11.2015	Yes (all the members of the committee were present)	<u>Audit Committee</u> a. 14.08.2015	91 days



<u>Nomination & Remuneration Committee</u> a. 14.11.2015	Yes (all the members of the committee were present)	<u>Nomination & Remuneration Committee</u> a. 17.09.2015	57 days
<u>Stakeholders Relationship Committee</u> a. 14.11.2015	Yes (all the members of the committee were present)	<u>Stakeholders Relationship Committee</u> a. 14.08.2015	91 days
<u>Risk Management Committee</u> Nil		<u>Risk Management Committee</u> Nil	

V. Related Party Transactions

Subject: (Sales/ Export of Services to Bodhtree Solutions Inc, USA, a Holding Company)	Compliance Status (Yes/No/NA)
Whether Prior approval of Audit Committee obtained	Yes (Omnibus approval dated 30.05.2015)
Whether Shareholder approval obtained for material RPT	Yes (At the 33 rd AGM dated 30.09.2015)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes (The details for the 1 st and 2 nd Quarter were reviewed by the Audit Committee and details of the 3 rd Quarter will be placed before next Audit Committee Meeting)

Reasons for No: NA

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. *Yes*
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee : *Yes*
 - Nomination & remuneration committee : *Yes*
 - Stakeholders relationship committee : *Yes*
 - Risk management committee (applicable to the top 100 listed entities) : *NA*
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : *Yes*
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : *Yes*
- The report submitted for the previous quarter has been placed before Board of Directors. *Yes*
Any comments/observations/advice of Board of Directors may be mentioned here: *NIL*

For BODHTREE CONSULTING LIMITED

L.N. Rama Krishna

**L N RAMA KRISHNA
MANAGING DIRECTOR**

DIN: 03623543

Dt: 12/01/2016

