



NISAR & KUMAR

Chartered Accountants

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CERTIFICATE ON CORPORATE GOVERNANCE

To The Members,
Bodhtree Consulting Limited.


We have examined the compliance of Corporate Governance by Bodhtree Consulting Limited for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges and Chapter IV of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement and Chapter IV of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

We state that such compliance is neither an assurance as to the future viability of the Company, nor of the efficiency with which the Management has conducted the affairs of the Company.

For Nisar & Kumar
Chartered Accountants
FRN 127820W


T.N.V. Visweswara Rao
Partner
M.No.204084



Place: Hyderabad
Date: 12-08-2016

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