



NISAR & KUMAR

Chartered Accountants

Head office :

Door No. 6-2-941, Flat No. 205,

Mughal's Emami Mansion, Khairtabad,

Hyderabad - 500 004

Tel. No. 040-66758388, M. No. 09246458388

E-mail : contact@nisarkumar.in

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of M/s. Bodhtree Consulting Limited,

We have examined the compliance of conditions of corporate governance by M/s. Bodhtree Consulting Limited ("the Company"), for the year ended March 31, 2017, as stipulated in 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 was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated. It is neither an audit nor an expression of opinion on the financial statements of the Company.

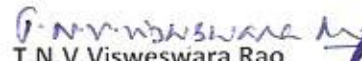
In our opinion and to the best of our information and according to the explanations given to us by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the Securities Exchange Board of India (Listing Obligations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

We further state that such compliance 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.

For Nisar & Kumar

Chartered Accountants

Firm Registration No: 127820W



T.N.V. Visweswara Rao

Partner

Membership No: 204084



Place: Hyderabad

Date: 11th May, 2017

Branch Offices :

1305, Arcadia Building, Next to Earnest House,

NCPA Marg, Nariman Point, Mumbai - 400 021.

Mobile No. : 09819730646

C/o 27-K. M. Surat - Hazira Road,

Hazira, Gujarat State - 394 270

Mob. No. 09879102440

D.No. 2-5-16, Sriranga Nilayam,

Juvvalapalem Road,

Bhimavaram - 534202

Tel. : 08816-230388

**A-17 & 18, EVEREST BUILDING,
TARDEO ROAD, TARDEO, MUMBAI-400 034.**

TEL : 91 22 23515414