

REGISTERED & CORPORATE OFFICE :

Vega Block the 'V', 10th Floor, Plot No. 17, Unit No-2,
(Right Wing), Ascendas, Software Units Layout,
HITECH City, Madhapur, Hyderabad - 81, India

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Quarterly Compliance Report on Corporate Governance

Name of the Company: Bodhtree Consulting Limited

Quarter ended on: 30th June, 2013

<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)	NA	--
(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	--

Clause 49 (IA)

BOARD OF DIRECTORS

- | | |
|----------------------------|--|
| 1. Mr.Sanjiv Gupta | : Chairman # |
| 2. Mr.Pal Natarajan | : Managing Director |
| 3. Mr.T.Vikram Simha% | : Non-Executive Non-Independent Director |
| 4. Mr.Ch.D.V.V.Prasad Rao* | : Non-Executive Independent Director \$ |
| 5. Mr.N.Sri Ram | : Non-Executive Independent Director \$ |
| 6. Mr.Ramanujam Kuppusamy | : Non-Executive Independent Director \$ |
| 7. Mr.A.Shankaraiah | : Non-executive Independent Director \$ |
| 8. Mr.Rajesh Katragadda | : Non-executive Independent Director \$ |

\$ Non-executive Independent Director

Promoter

*Resigned w.e.f. 2nd April, 2013.

% Retired by rotation at the AGM held on 28th June, 2013.

Clause 49(1B)

NON EXECUTIVE DIRECTORS COMPENSATION

No remuneration is paid to the Non executive Directors except sitting fee.

Clause 49 (1C)

BOARD PROCEDURES

- a. The Company is conducting the Board Meetings regularly and it is also ensured that the gap between two Board Meetings conducted does not exceed a period of four months.
- b. No Director is a Member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a director.

Clause 49 (1D)

CODE OF CONDUCT

Code of conduct for all the Board members and senior management was adopted in the Board meeting and the same is posted on the website. Affirmation of compliance to the Code on annual basis by the Board and senior management will be complied in the Annual Report.

Clause 49 (IIA)

AUDIT COMMITTEE

The following are the members of Audit Committee

1. Mr.Rajesh Katragadda : Chairman \$
2. Mr.N.Sri Ram : Member \$
3. Mr.Ramanujam Kuppusamy : Member \$
4. Mr.Shankaraiah Arram : Member \$

\$ Independent Non Executive Directors

Clause 49 (II B)

MEETINGS OF AUDIT COMMITTEE

The Audit Committee met as and when required and all the members were present at the meeting and it shall be ensured that four meetings are held with not more than four months gap between two meetings.

Clause 49 (II C) (II D) (II E)

POWERS, ROLE AND REVIEW OF OPERATIONS OF AUDIT COMMITTEE

The power, role and terms of reference of the Audit Committee as per the clause 49 the Listing Agreement, section 292A of the Companies Act, 1956 and as referred by the Board from time to time.

Clause 49 (III)

SUBSIDIARY COMPANIES

- i. At least one independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of material non listed Indian subsidiary companies.
- N.A.
- ii. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary companies. - N.A.
- iii. The Minutes of the Board Meetings of the unlisted subsidiary companies shall be placed at the Board meeting of the listed holding company. The management should periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary Companies. - N.A.

Clause 49 (IV A)

BASIS OF RELATED PARTY TRANSACTIONS

The basis of related party transactions are reviewed by the Audit Committee and none of the transactions are in potential conflict with the interests of the Company.

Clause 49 (IV B)

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements are prepared in accordance with generally accepted accounting principles under the historical cost convention on the accrual basis and mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions for the Companies Act, 1956.

Clause 49 (IV C)

BOARD DISCLOSURES

The company continuously monitors business and operational risk. All key functions and divisions are independently responsible to monitor risk associated within their respective areas of operations. In line with the corporate governance practices, during the current year, an exhaustive exercise is underway for risk management commensurate with the size and nature of company's business.

Clause 49 (IV D)

PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES AND PREFERENTIAL ISSUES ETC. - NA

Clause 49 (IV E)

REMUNERATION OF DIRECTORS

The details of remuneration paid to the Directors - complied in the Annual Report.

Clause 49 (IV F)

MANAGEMENT

The Management Discussion and Analysis Report - complied in the Annual Report.

Clause 49 (IV G)

SHAREHOLDERS

1. During the quarter Mr.Ch.D.V.V.Prasad Rao resigned from the office of Director w.e.f. 2nd April, 2013 and Mr.T.Vikram Simha retired by rotation from the directorship of the Company at the AGM held on 28th June, 2013.
2. Quarterly results are being sent to the stock exchange on timely basis.
3. There are no pending investor grievances.
4. The share transfers work has been delegated to the Registrars which are attended once in a fort night.

Clause 49 (V)

CEO/CFO CERTIFICATION

The CEO/CFO certification - ensured in the Annual Report

Clause 49 (VI)

REPORT ON CORPORATE GOVERNANCE

The corporate governance report - complied in the Annual Report.

Clause 49 (VII)

COMPLIANCE

Certificate from the Auditors for compliance with clause 49 - complied in the Annual Report.

Yours truly,

For BODHTREE CONSULTING LTD


G.PUSHKARINI
COMPANY SECRETARY

