

GOKHALE & CO

Chartered Accountants

3-6-322, Off No 306, Mahavir House, Basheerbagh, Hyderabad-500029

Ph. Nos: 2322 1167 / 2322 8874 email: gokhaleandco@vsnl.net

To
The Members
Bodhtree Consulting Limited

CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of the requirements of Corporate Governance by Bodhtree Consulting Limited for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of the requirements is the responsibility of the Management. Our examination has been limited to the procedures and implementation thereof, adopted by the Company, for ensuring such compliance. This examination 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, we certify that the Company has complied with the requirements of Corporate Governance as stipulated in the above mentioned Listing Agreement.

The above compliance however is not an assurance of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Gokhale & Co**
Chartered Accountants
ICAI Registration No: 000942S

Chandrashekhar Gokhale
Partner
Membership No: 023839