

Bharat Parikh & Associates
Chartered Accountants
503, Shree Ram Chambers,
R.C.Dutt Road,
Alkapuri, Vadodara-390001.

AUDITORS CERTIFICATE ON REPORT ON CORPORATE GOVERNANCE

To
The Members of **M/s.Rudraksh Cap-Tech Ltd.**
1st Floor, ' AC House',
Pratap Road,Raopura,
Baroda -390001

We have examined the compliance of conditions of Corporate Governance by **Rudraksh Cap-Tech Limited**, for the year ended 31st March 2012, as stipulated in clause 49 (revised) of the listing agreement of the said company with Stock exchange.

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 the compliance of the conditions of the Corporate Governance. 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 the representations made by the Directors and the Management, Subject to the following we certify that :-

- I) The Company has complied with the conditions of Corporate Governance as Stipulated in Clause 49 of the above mention Listing Agreement.
- ii) As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the company as per the records maintained by the Shareholders/ Investor's Grievance Committee.
- iii) We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For BHARAT PARIKH & ASSOCIATES
Chartered Accountants

Place: Vadodara

Date:29/5/2012

Bharat Parikh
(Partners)