

V MADHUMITA & ASSOCIATES
PRACTICING COMPANY SECRETARY

To,
Chief General Manager,
Listing Operation,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam

Subject: Proposed Initial Public Offer of equity shares of face value of ₹10 each (the “Equity Shares”) of Bondada Engineering Limited (Formerly known as “Bondada Engineering Private Limited”) (the “Company”, “Issuer”) and such issuing, (the “Issue”)

This is to certify that the Company has complied with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) to the extent applicable, the Companies Act, 2013, as amended, read with the rules framed thereunder (“**Companies Act 2013**”) and the Companies Act, 1956, as amended, read with the rules framed thereunder (“**Companies Act 1956**”).

Our responsibility is to obtain reasonable assurance and form an opinion as to whether as on the date of this certificate, the Company has complied with the applicable provisions of the Listing Regulations and the Companies Act, 2013 relating to corporate governance with respect to the composition of the Board of Directors and constitution of various committees including terms of reference for audit committee, nomination and remuneration committee, corporate social responsibility committee and stakeholders’ relationship committee.

We conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the ‘*Guidance Note on Corporate Governance Certificate*’ issued by the Institute of Company Secretaries of India (“**ICSI**”), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Note requires that we comply with the ethical requirements of the ‘*Code of Conduct for Company Secretary*’ issued by the ICSI, as revised from time to time.

Based on our review of the books of account, secretarial records and other relevant records and documents maintained by the Company under the Companies Act, 1956 and the Companies Act 2013, the information, explanations and representations provided to us and other relevant records and documents produced to us for our verification, we confirm that as on June 30, 2023 details mentioned in **Annexure A** is correct.

We 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.

We confirm that while providing this certificate, we have complied with the Code of Conduct for Company Secretary issued by the Institute of Company Secretaries of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, to be maintained as per the Quality Review Board by the ICSI.



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As per the information provided to us by the management of the Company, and as per our review of the Board and Committee minutes, and other relevant documents the composition of Board and the Committees thereof is as given in annexure:

This Certificate has been issued at the request of the Company for the use of the Management of the Company in relation to the Initial Public Offer of equity shares of the Company and is not intended to be and should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

We undertake to immediately update you, in writing, of any changes in the abovementioned information until the date the Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchanges. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate until the date the Equity Shares commence trading on the recognized stock exchange.

For M/s V Madhumita & Associates
Company Secretaries


Vendra Madhumita
Proprietor
M No: 52965, CP No: 19626

Date: 30/06/2023
Place: Hyderabad
UDIN: A052965E000528099



V Madhumita and Associates


Vendra Madhumita
Practicing Company Secretary
M No. A52965, CP No. 19626

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ANNEXURE A

1. The Company, being in the process of listing of its Equity Shares on the SME Platform of a BSE Limited (“BSE SME” / “Stock Exchange”), is not required to comply with corporate governance norms specified under regulations 17 to 27 of the SEBI LODR Regulations in terms of regulation 15(2)(b) of the SEBI LODR Regulations; and
2. The Company has complied with corporate governance requirement specified under the Companies Act, 2013 to the extent applicable, in connection with the following:
 - (a) the Composition of Board;
 - (b) the Independent Directors on the Board;
 - (c) the Audit Committee of the Board;
 - (d) the Stakeholders’ Relationship Committee of the Board;
 - (e) the Nomination and Remuneration Committee of the Board; and
 - (f) the Corporate Social Responsibility Committee of the Board.
3. For the purposes of this certificate, the term “Executive Directors”, “Non-Executive Directors” and “Independent Directors” shall have the same meaning ascribed to such terms in the SEBI LODR Regulations and Companies Act, 2013.
4. As per the information provided to us by the management of the Company, the composition of Board and the committees thereof referred to in paragraph 2 above is as follows:

Board of Directors

As per the Articles of Association of the Company, the Company is required to have not less than 3 (three) Directors and not more than 15 (fifteen) Directors, unless otherwise determined by our Company through a special resolution. As on the date of this Draft Prospectus, the Board of Directors consists of 5 (five) Directors, of which 2 (two) Directors are Executive Directors and 3 (three) Directors are Non-Executive Directors (out of which 1 (one) Director is a Woman Director and 2 (two) Directors are Independent Directors). The Chairman of the board of the Company, i.e., Raghavendra Rao Bondada, The list of directors on the Board is given below:

Sr. No.	Name of Director	Designation	Director Identification Number
1.	Raghavendra Rao Bondada	Chairman and Managing Director	01883766
2.	Satyanarayana Baratam	Whole-time Director and CFO	02610755
3.	Neelima Bondada	Non-Executive Director	05220852
4.	Sarveswar Reddy Sanivarapu	Non-Executive Independent Director	00459605
5.	Pasupuleti Venkata Subba Rao	Non-Executive Independent Director	08110952

We further confirm that:

- (a) the Board has met at least Thirteen times in the last financial year 2022-23 (and there has not been a time gap of more than 120 days between any two meetings of the Board); and
- (b) not less than one-third of the board of directors of the Company comprise of independent directors.



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Independent Directors

The Company has two independent directors on its Board. In relation to such independent directors, we confirm that:

- (a) All of the independent directors of the Company hold office for a term of up to five consecutive years and are eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the Company.
- (b) The Company has issued a formal letter of appointment to all independent directors in a manner provided under the Companies Act, 2013.
- (c) The Nomination and Remuneration Committee of the Board has laid down evaluation criteria for performance evaluation of the independent directors in accordance with the provision of section 178 of the Companies Act, 2013.
- (d) The Independent Directors are subject to the duties and functions as are enshrined in the Schedule IV of the Companies Act, 2013.

Audit Committee of the Board

The Company has constituted the Audit Committee of the Board (“**Audit Committee**”) pursuant to resolution of the Board of Directors dated June 19, 2023. The Audit Committee comprises of the following members:

Sr. No.	Name of Director	Designation	Type of Member
1.	Sarveswar Reddy Sanivarapu	Independent Director	Chairman
2.	Pasupuleti Venkata Subba Rao	Independent Director	Member
3.	Neelima Bondada	Non-Executive Director	Member

The Chairman of the audit committee is an Independent Director and of the above, majority of the members of Audit Committee are financially literate and at least one member possesses accounting or related financial management expertise.

The powers, role, terms of reference of and review of information by the Audit Committee are in accordance with section 177 of the Companies Act 2013 and other applicable laws.

The Company Secretary acts as the secretary to the Audit Committee.

Stakeholders’ Relationship Committee of the Board

For redressing the shareholder/ investor complaints and grievances, the Company has constituted the Stakeholders’ Relationship Committee of the Board (“**Stakeholders’ Relationship Committee**”) pursuant to resolution-of the Board dated June 19, 2023, which comprises of the following members:

Sr. No.	Name of Director	Designation	Type of Member
1.	Neelima Bondada	Non-Executive Director	Chairman
2.	Bondada Raghavendra Rao	Managing Director	Member
3.	Satyanarayana Baratam	Whole-time Director	Member

The chairman of the Stakeholders Relationship Committee is a non-executive director.



Nomination and Remuneration Committee of the Board

The Nomination and Remuneration Committee was constituted on June 19, 2023. The Nomination and Remuneration Committee, presently, comprises of the following members:

Sr. No.	Name of Director	Designation	Type of Member
1.	Pasupuleti Venkata Subba Rao	Independent Director	Chairman
2.	Sarveswar Reddy Sanivarapu	Independent Director	Member
3.	Neelima Bondada	Non-Executive Director	Member

The terms of powers, role and terms of reference of the Nomination and Remuneration Committee are in accordance with section 178 of the Companies Act 2013 and other applicable laws.

We further confirm that all the members of the Nomination and Remuneration Committee are non-executive directors, and at least half of the members of the Nomination and Remuneration Committee are independent directors.

Corporate Social Responsibility Committee of the Board

The Corporate Social Responsibility Committee was reconstituted on June 19, 2023. The Corporate Social Responsibility Committee, presently, comprises of the following members:

Sr. No.	Name of Director	Designation	Type of Member
1.	Sarveswar Reddy Sanivarapu	Independent Director	Chairman
2.	Bondada Raghavendra Rao	Managing Director	Member
3.	Satyanarayana Baratam	Whole-time Director	Member

The terms of powers, role and terms of reference of the Corporate Social Responsibility are in accordance with section 135 of the Companies Act 2013 and other applicable laws.

Subsidiary

We confirm that the Company has the following Subsidiaries:

1. SmartBrix Infra Technologies Private Limited
2. Bondada Abodes Private Limited
3. Bondada E&E Private Limited

The Company has confirmed that they will, till the date the equity shares of the Company commences trading on the stock exchange, immediately intimate us and the Lead Manager in connection with any changes to the above. In the absence of any communication from the Company, you may assume that there is no change in respect of the matters covered in this certificate.



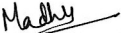
Other confirmations

In addition to the above, we confirm that:

- (a) Fees/ compensation of the non-executive directors, including independent directors of the Company have been fixed by the Board.
- (b) The Company has framed various policies as are required to be formulated under the Companies Act, 2013 and SEBI LODR Regulations and these policies are available on the website of the Company.

No Key Managerial Personnel or directors of the Company has entered into any agreement for himself or on behalf of any other person with shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

For M/s V Madhumita & Associates
Company Secretaries


Vendra Madhumita
Proprietor
M No: 52965, CP No: 19626

Date: 30/06/2023
Place: Hyderabad
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