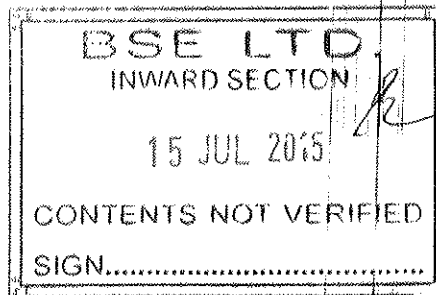




Ushdev International Ltd.

July 15, 2015

Dept. of Corporate Services
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai 400 001



Dear Sir,

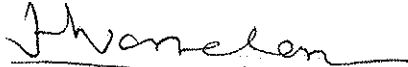
**Re:- Clause 49 –Quarterly Compliance Report on Corporate Governance for the
Quarter ended on 30th June, 2015
Code:- 511736**

With reference to aforesaid subject, find enclosed the Quarterly Compliance Report on Corporate Governance for the Quarter ended 30th June, 2015, as required under Clause 49 of the Listing Agreement.

We request you to take the above on your records.

Thanking You

For **Ushdev International Limited**


Company Secretary



Encl. As above

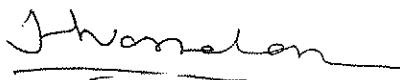
Annexure - XI to the Listing Agreement
Quarterly Compliance Report on Corporate Governance

Name of the Company : USHDEV INTERNATIONAL LIMITED
Quarter ending on : 30th June, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II	-	
(A) Composition of Board	49 (IIA)	YES	The Company is in the processing of appointing one more Independent Director.
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)	-	
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	N.A	The company has one Indian subsidiary. The Subsidiary is not "material non-listed Indian subsidiary" (pursuant to clause 49(V)(E) of Listing Agreement).
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	The related party transaction during the quarter is within the 10% limit of

			consolidated turnover of the Company. Hence no specific disclosure is made pursuant to Clause 49 VII (A) (c) and 49 VIII (A) (i). Will be included in the next Annual Report.
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Proceeds from public issues, rights issue, preferential issues etc.	49 (VIII F)	N.A	
IX. CEO/CFO Certification	49 (IX)	YES	The Certificate will be obtained at the time of next Corporate Governance Report.
X. Report on Corporate Governance	49 (X)	YES	Will be complied in the next Annual Report.
XI. Compliance	49 (XI)	YES	The Certificate will be obtained at the time of next Corporate Governance Report.

For USHDEV INTERNATIONAL LIMITED,


Company Secretary



Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).

3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be ~~complied with only where~~ the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.