



Ushdev International Ltd

April 9, 2015

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

Dear Sir,

**Re:- Clause 49 –Quarterly Compliance Report on Corporate
Governance for the Quarter ended on 31st March, 2015
Code:- 511736**

With reference to aforesaid subject, find enclosed the Quarterly Compliance Report on Corporate Governance for the Quarter ended 31st March, 2015, as required under Clause 49 of the Listing Agreement.

We request you to take the above on your records.

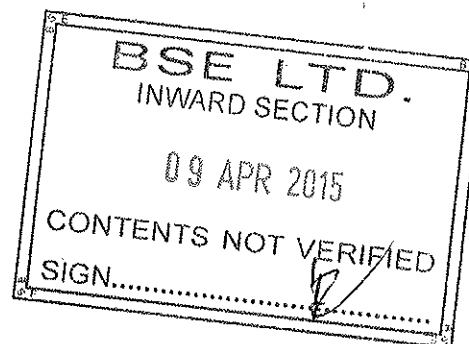
Thanking You

For **Ushdev International Limited**

Company Secretary



Encl. As above



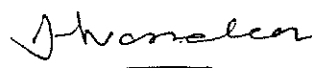

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: **USHDEV INTERNATIONAL LIMITED**

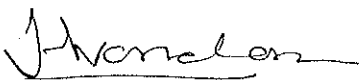
Quarter ending on: **31ST MARCH, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)	-	-
(A) Composition of Board	49 (IIA)	YES	Mr. Suresh Lakhiani has resigned as director of the company w.e.f 13.11.2014. The said vacancy will be filled within the time stipulated under clause 49 (II) (D)(4) of the listing agreement.
(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)	YES	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 10% limit of consolidated turnover of the Company. Hence no specific disclosure is made
VIII. Disclosures	49 (VIII)	YES	Will be included in the Annual Report
(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 I)	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.

ANNEXURE

DETAILS OF RELATED PARTY TRANSACTION FOR THE PERIOD 1ST JANUARY,2015 TO 31ST MARCH,2015

SR. NO	REALTED PARTY	TRANSACTION PARTICULARS	AMOUNT
1.			
2.			
3.			
4.			
5.			

Handwritten signature

