



Ushdev International Ltd.

Date: 10th January, 2017

To,
Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir,

Sub: Regulation 27 (2) of SEBI (LODR) Regulations, 2015
Quarterly Compliance report on Corporate Governance
for the Quarter ended 31st December, 2016

With reference to above, we are enclosing herewith the followings:

1. Quarterly Corporate Governance Report for the quarter ended 31st December, 2016 as per Annexure I

The said Report has been submitted as required under Regulation 27 (2) of SEBI (LODR) Regulations, 2015 and vide Circular No. CIR/CFD/CMD/5/2015 dated 24th September, 2015.

You are requested to take the same on your record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For **USHDEV INTERNATIONAL LIMITED**

RUCHIKA SHAH

COMPANY SECRETARY

Encl: As above.

CIN: L40102MH1994PLC078468

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Annexure I

Format to be submitted by listed entity in quarterly basis

Name of the Listed Entity	:	USHDEV INTERNATIONAL LIMITED
Quarter Ending	:	31 st December, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee) ^{&}	Date of appointment in the current term / cessation	Tenure*	No. of Directorship in Listed Entities including this listed entity (Refer Reg 25 (1) of Listing Regulations)	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Reg 26 (1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee(s) held in listed entities including this listed entity
Mrs.	Suman Gupta	AHQPG0220P & 00166031	Chairperson - Non Executive	18/05/1994	N.A.	01	00	00
Mr.	Arvind Prasad	ABKPP7123N & 01654899	Managing Director	01/12/2012	N.A.	01	02	00
Mr.	Prateek Gupta	AASPG9494L & 00166108	Vice Chairperson - Non Executive	18/02/2008	N.A.	01	00	00
Mr.	Narayan Hegde	AACPH4401N & 00170586	Independent - Non Executive	29/04/2006	128 Months	01	02	00
Mr.	Vinay Kamat	AADPK3175D & 00240548	Independent - Non Executive	08/12/2005	132 Months	01	00	02
Mr.	Vijay Kumar Gupta	AATPG4817G & 00023101	Independent - Non Executive	06/02/2012	59 Months	01	01	00

⁵PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson / Executive / Non Executive / Independent / Nominee)^{&}</i>
1. Audit Committee	Vinay Kamat Narayan Hegde Vijay Kumar Gupta Arvind Prasad	Chairperson - Independent - Non Executive Independent - Non Executive Independent - Non Executive Executive
2. Nomination & Remuneration Committee	Vinay Kamat Suman Gupta Narayan Hegde	Chairperson - Independent - Non Executive Non Executive Independent - Non Executive
3. Risk Management Committee (if applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Vinay Kamat Narayan Hegde Arvind Prasad	Chairperson – Independent - Non Executive Independent - Non Executive Executive

[&]Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12 th August, 2016 03 rd September, 2016	22 nd November, 2016	Less than 120 Days


IV. Meeting of Board of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee: 22 nd November, 2016	Yes	03 rd September, 2016	Less than 120 Days
Stakeholders Relationship Committee: 22 nd November, 2016	Yes	03 rd September, 2016	Less than 120 Days
Nomination & Remuneration Committee: NA	Yes	12 th August, 2016	NA

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes. Omnibus approval of Audit Committee has been obtained.
Whether shareholder approval obtained for material RPT	N.A. Related Party Transactions are not material, hence approval of members is not required.
Whether details of RPT entered into pursuant to omnibus	Yes.

approval have been reviewed by Audit Committee	
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: 	
<p>Signature: </p> <p>Name: Mrs. Ruchika Shah</p> <p>Designation: Company Secretary (Company Secretary / Compliance Officer / Managing Director / CEO)</p>	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.