

**Annexure II**

Year Ending	:	31 <sup>st</sup> March, 2016
Name of the Listed Entity	:	USHDEV INTERNATIONAL LIMITED

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations:</b>	
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and Senior Management personnel	Yes
Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	Yes
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

<b>II. Annual Affirmations:</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16 (1) (b) & 25 (6)	Yes
<i>Board composition</i>	17 (1)	Yes
<i>Meeting of Board of directors</i>	17 (2)	Yes
<i>Review of Compliance Reports</i>	17 (3)	Yes
<i>Plans for orderly succession for appointments</i>	17 (4)	NA
<i>Code of Conduct</i>	17 (5)	Yes
<i>Fees/compensation</i>	17 (6)	Yes
<i>Minimum Information</i>	17 (7)	Yes
<i>Compliance Certificate</i>	17 (8)	Yes
<i>Risk Assessment &amp; Management</i>	17 (9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17 (10)	Yes
<i>Composition of Audit Committee</i>	18 (1)	Yes
<i>Meeting of Audit Committee</i>	18 (2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19 (1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20 (1) & (2)	Yes
<i>Composition and role of Risk Management Committee</i>	21 (1), (2), (3), (4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23 (1), (5), (6), (7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23 (2), (3)	NA
<i>Approval for material related party transactions</i>	23 (4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24 (1)	NA

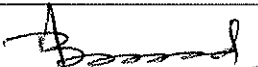
<b>II. Annual Affirmations:</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24 (2), (3), (4), (5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25 (1) & (2)	Yes
<i>Meeting of independent directors</i>	25 (3) & (4)	Yes
<i>Familiarization of independent directors</i>	25 (7)	Yes
<i>Memberships in Committees</i>	26 (1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26 (3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26 (4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26 (2) & 26 (5)	Yes

**Note:**

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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – NA

Signature: 

Name: Mr. Arvind Prasad

Designation: Managing Director

(Company Secretary / Compliance Officer / Managing Director / CEO)