

**Annexure I**

**Format to be submitted by listed entity in quarterly basis**

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


| <b>I. Composition of Board of Directors</b> |                      |                       |   |   |            |   |   |  |
|---|----------------------|-----------------------|---|---|------------|---|---|--|
| Title (Mr. / Ms.)                           | Name of the Director | PAN & DIN             | Category (Chairperson / Executive / Non Executive / Independent / Nominee) <sup>8</sup> | 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  | 02  | 00   |
| Mr.   | Ashwin Rathi         | AARPR0473K & 02955093 | Managing Director   | 29/01/2013  | N.A.       | 01  | 02  | 00   |
| Mr.   | Narayan Hegde        | AACPH4401N & 00170586 | Independent - Non Executive   | 29/04/2006  | 119 Months | 01  | 02  | 00   |
| Mr.   | Vinay Kamat          | AADPK3175D & 00240548 | Independent - Non Executive   | 08/12/2005  | 123 Months | 01  | 02  | 02   |
| Mr.   | Vijay Kumar Gupta    | AATPG4817G & 00023101 | Independent - Non Executive   | 06/02/2012  | 50 Months  | 04  | 05  | 01   |
| Mr.   | Mark Pawley          | 06663964              | Nominee - Non Executive   | 02/09/2013  | N.A.       | 01  | 00  | 00   |
| Mr.   | Anilkumar Bansal     | AAQPB8636F & 06752578 | Independent - Non Executive   | 29/05/2015  | 10 Months  | 03  | 02  | 02   |
| Mr.   | Ramesh Chandak       | ACVPC9915H & 00026581 | Independent - Non Executive   | 28/07/2015  | 08 Months  | 03  | 01  | 00   |

<sup>5</sup>PAN number of any director not displayed on the website of Stock Exchange

<sup>8</sup>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.

| <b>II. Composition of Committees</b>  |   |  |  |
|---|---|--|--|
| <i>Name of Committee</i>  | <i>Name of Committee members</i>  | <i>Category (Chairperson / Executive / Non Executive / Independent / Nominee)<sup>&amp;</sup></i>  |  |
| 1. Audit Committee  | Vinay Kamat<br>Narayan Hegde<br>Vijay Kumar Gupta<br>Anil Kumar Bansal<br>Arvind Prasad<br>Ashwin Rathi | Chairperson - Independent - Non Executive<br>Independent - Non Executive<br>Independent - Non Executive<br>Independent - Non Executive<br>Executive<br>Executive |  |
| 2. Nomination & Remuneration Committee  | Vinay Kamat<br>Suman Gupta<br>Prateek Gupta<br>Narayan Hegde  | Chairperson - Independent - Non Executive<br>Non Executive<br>Non Executive<br>Independent - Non Executive   |  |
| 3. Risk Management Committee (if applicable)  | Not Applicable  | Not Applicable   |  |
| 4. Stakeholders Relationship Committee  | Vinay Kamat<br>Narayan Hegde<br>Arvind Prasad<br>Ashwin Rathi   | Chairperson – Independent - Non Executive<br>Independent - Non Executive<br>Executive<br>Executive   |  |
| <sup>&amp;</sup> 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 |   |  |  |
| <b>III. Meeting of Board of Directors</b>   |   |  |  |
| <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>   |  |
| 26 <sup>th</sup> October, 2015  | 15 <sup>th</sup> January, 2016  | Less than 120 Days   |  |
| <b>IV. Meeting of Board of Committees</b>   |   |  |  |
| <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> |
| <b>Audit Committee:<br/>15<sup>th</sup> January, 2016</b>   | Yes   | 26 <sup>th</sup> October, 2015   | Less than 120 Days   |
| <b>Stakeholders Relationship Committee:<br/>15<sup>th</sup> January, 2016</b>   | Yes   | 26 <sup>th</sup> October, 2015   | Less than 120 Days   |
| <b>Nomination &amp; Remuneration Committee:<br/>Nil</b>   | NA  | Nil  | NA   |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional   |   |  |  |

| <b>V. Related Party Transactions</b>   |  |
|--|--|
| <b>Subject</b>   | <b>Compliance Status (Yes / No / NA)</b> |
| Whether prior approval of audit committee obtained   | N.A.                                     |
| Whether shareholder approval obtained for material RPT   | N.A.                                     |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee   | N.A.                                     |
| <p><b>Note</b></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>  |  |
| <b>VI. Affirmations</b>  |  |
| <ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>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"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. <del>Risk management committee</del> (applicable to the top 100 listed entities)</li> </ol> </li> <li>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.</li> <li>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.</li> <li>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:</li> </ol> |  |
| <p>Signature: </p> <p>Name: Mr. Arvind Prasad</p> <p>Designation: Managing Director</p> <p>(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.