



Ushdev International Ltd.

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

Name of the Company : USHDEV INTERNATIONAL LIMITED  
Quarter ending on : 30<sup>th</sup> September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>	-	-
(A) Composition of Board	49 (IIA)	YES	
(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	
<b>III. Audit Committee</b>	<b>49 (III)</b>	-	-
(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	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	YES	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	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).
<b>VI. Risk Management</b>	<b>49 (VI)</b>	YES	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	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



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Ushdev International Ltd.

VIII. Disclosures	49 (VIII)	-	VIII (A) (I), included in the Annual Report for the year ended 31 <sup>st</sup> march, 2015
(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 MD of the Company has submitted the required Certificate to the Board of Directors for the financial year 2014-15.
X. Report on Corporate Governance	49 (X)	YES	The Annual Reports 31 <sup>st</sup> March, 2015 has carried the Corporate Governance Report.
XI. Compliance	49 (XI)	YES	The Company has obtained the required certificate from Practicing Company Secretary and filed the same with BSE for the financial year 2014- 15.

For USHDEV INTERNATIONAL LIMITED

HARISH V ANCHAN  
COMPANY SECRETARY



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*Ushda International Ltd.*

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.