



Ushdev International Ltd.

04th July, 2019

To
BSE Limited
Department of Corporate Services
PhirozeJeejeebhoy Towers
Dalal Street, Mumbai- 400001

Ref.:Scrip Code: 511736

Ref: SEBI circular no. CIR/CFD/CMDI/27/2019 dated February 08, 2019.
Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019.

Dear Sir/Madam,

In terms of clause 3(b)(iii) of the above referred SEBI circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Mamta Phalak, Practicing Company Secretary and the Secretarial Auditor of the Company. We request you to take the above record

Thanking You

Yours Faithfully
For Ushdev International Limited




Abhinav Gautam
Company Secretary & Compliance Officer
With the approval of Mr. Subodh Kumar Agrawal
Resolution Professional

Reg. No. IBBI/IPA-001/IP-P00087/2017-18/10183

(Ushdev International Limited is under Corporate Insolvency Resolution Process as per the provisions of IBC, 2016. Its affairs, business and assets are being managed by Resolution Professional, Mr. Subodh Kumar Agrawal, appointed as Interim Resolution Professional by NCLT, Mumbai bench by order dated May 14, 2018 and was consequently confirmed as Resolution Professional by the Committee of Creditors.)

CIN: L40102MH1994PLC078468

Registered Office: New Harileela House, 6th Floor, Mint Road, Fort, Mumbai - 400001

Corporate Office: Apeejay House, 6th Floor, 130 Mumbai Samachar Marg, Fort, Mumbai - 400023

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E-mail: info@ushdev.com Website: www.ushdev.com

Mamta Phalak & Associates Company Secretaries

Secretarial Compliance Report of Ushdev International Limited for the year ended March 31, 2019

I CS Mamata Phalak have examined:

- a) all the documents and records made available to us and explanation provided by Ushdev International Limited ('the Company'),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ('Review Period') in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the Company during the reporting period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (not applicable to the Company during the reporting period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable to the Company during the reporting period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (not applicable to the Company during the reporting period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<u>Regulation 33 of the SEBI LODR Regulations (the Listing Regulations):</u> Submission of annual audited financial results within 60 days from the	<i>Annual audited financial results for the financial year ended on March 31, 2018 has submitted to the Stock Exchange beyond 60</i>	<i>The company has not complied with the provisions of Regulation 33 of the Listing Regulations with respect to submission of audited financial statements to the exchange within stipulated time</i>



Mamta Phalak & Associates Company Secretaries

	end of financial year along with audit report and other applicable documents	days from the end of financial year	
2.	<u>Regulation 27 of the Listing Regulations:</u> Submission of quarterly compliance report on corporate governance within 15 days from close of the quarter.	Corporate Governance Report for the quarter ended March 31, 2018 has been submitted beyond 15 days from the end of quarter	The company has not complied with the provisions of Regulation 27 of the Listing Regulations with respect to submission of corporate governance report to the exchange within stipulated time
3.	<u>Regulation 30 read with Schedule III of the Listing Regulations</u> Prior or post-facto intimation of the meetings of Committee of Creditors to Stock Exchange.	Prior or post-facto intimation of the meetings of Committee of Creditors was generally given to the Stock Exchange.	Prior or post-facto intimation of the meetings of Committee of Creditors was generally given to the Stock Exchange.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

Sr No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE Limited	Annual audited financial results for the financial year ended on March 31, 2018 has submitted to the Stock Exchange beyond 60 days from the end of financial year	Fine of Rs. 7,35,754/- has been levied from the Company.	The company has paid the fine to the exchange.
2.	BSE Limited	Corporate Governance Report for the quarter ended March 31, 2018 has been submitted beyond 15 days from the end of quarter	Fine of Rs. 2,360/- has been levied from the Company.	The company has paid the fine to the exchange. Subsequently, the exchange has waived the said fine as per the decision taken by the 'Committee for Reviewing representations for waiver of fine'.

- c) The following are the details of actions taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries either by SEBI or~~ by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

Note: The Company is under the Corporate Insolvency Resolution Process vide order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench dated May 14, 2018 as per the provisions of the Insolvency and Bankruptcy Code, 2016 and Rules and Regulations made there under. Its affairs, business, and assets are being managed by the Resolution Professional, Shri



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Subodh Kumar Agrawal, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated May 14, 2018 and continued as Resolution Professional by the Committee of Creditors in its meeting held on June 14, 2018 under provisions of the code.

For Mamta Phalak & Associates

Mamta Phalak
Practicing Company Secretary
ACS No.: 47989
C.P. No.: 18918



Mamta Phalak
Proprietor
ACS No:- 47989
CP No:- 18918

Date: April 15, 2019
Place: Pune