



Ushdev International Ltd.

30th July, 2020

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref: BSE- 511736

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2020.

The said disclosure shall also be published on the website of the Company at www.ushdev.com simultaneously.

This is for your information, records and necessary dissemination.

Thanking You.

Yours faithfully,
for USHDEV INTERNATIONAL LIMITED

SAYLI MUNJ

Company Secretary and Compliance Officer



Encl: A.A

**Secretarial Compliance Report of Ushdev International Limited
For the year ended March 31, 2020**

We **SCP & CO.** have examined:

- (a) all the documents and records made available to us and explanation provided by **Ushdev International Limited** ('the listed entity'),
- (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, 2020 ('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)
- (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)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable)

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- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, We 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.	<p><u>Regulation 24A - Secretarial Compliance Report of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 :</u></p> <p>Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake annual secretarial audit within 60 days of the end of the financial year</p>	<p>Annual Secretarial Compliance Report for the financial year ended March 31, 2019 has submitted to the stock exchange beyond 60 days from the end of the financial year.</p>	<p>The Company has not complied with provision of Regulation 24A of the listing regulations with respect to the submission of Secretarial Compliance Report to the stock exchange within the 60 days from the end of the Financial year.</p> <p><i>*Report from Mamta Phatak & Associates (Practicing Company Secretary) issued on April 15, 2019.</i></p>
2.	<p><u>Regulation 31 (1) (b)- Shareholding Pattern of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 :</u></p> <p>Every listed entity shall submit to the stock exchange(s) a statement showing holding of securities and shareholding pattern separately for each class of securities, Within 21 days from the end of the quarter</p>	<p>Shareholding Pattern for the quarter ended September 30, 2019 has submitted to the stock exchange beyond 21 days from the end of the quarter.</p>	<p>The Company has not complied with the provision of regulation 31(1)(b) of the listing regulations with respect to the submission of Shareholding Pattern to the stock exchange within the 21 days from the end of the quarter.</p>

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3.	<p><u>Regulation 23(9)- Related Party Transaction of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 :</u></p> <p>Every listed entity shall submit to the stock exchange(s) within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.</p>	<p>The Company has not given disclosure of Related Party Transaction as per Regulation 23(9) for the quarter ended September 30, 2019 to the stock exchange.</p>	<p>The Company has not complied with the provision of regulation 23(9) of the listing regulations.</p>
4.	<p><u>Regulation 33 (3) (a) - Financial Results alongwith Limited review report/Auditor's report of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:</u></p> <p>Every listed entity shall submit to stock exchange(s) quarterly and half yearly unaudited financial results along with the limited review report, within 45 days from the end of the quarter</p>	<p>Quarterly and half yearly unaudited financial results along with the limited review report for September 30, 2019 has submitted to the stock exchange beyond 45 days from the end of the said quarter.</p>	<p>The Company has not complied with the provision of regulation 33(3)(a) of the listing regulations with respect to the submission of quarterly and half yearly unaudited financial results to the stock exchange within 45 days from the end of the quarter.</p>
5.	<p><u>Regulation 6 (1) Compliance Officer and his Obligations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:</u></p>	<p>Non-compliance with respect to appoint a qualified company secretary as the compliance office.</p>	<p>The Company has not complied with the provision of Regulation 6(1) of the listing regulations with respect to the appointing a qualified company secretary as the compliance office.</p>
6.	<p><u>Regulation 27(2)(a) - Corporate Governance Report of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:</u></p>	<p>Corporate Governance Report for the quarter ended September 30, 2019 has been submitted to the stock exchange beyond 15 days from the</p>	<p>The Company has not complied with the provision of Regulation 27 of the listing regulations with respect to the submission of</p>

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	Every listed entity shall submit to stock exchange(s) quarterly compliance report on corporate governance within 15 days from the close of the quarter	end of quarter.	Corporate Governance report to the exchange within 15 days.
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(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/our examination of those records.

(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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Limited	Non-compliance with requirement to appoint a qualified company secretary as the compliance office.	Fine of Rs. 2,17,120/- has been levied on the company	The Company has paid the fine to the exchange.
2	BSE Limited	Quarterly and half yearly unaudited financial results along with the limited review report for September 30, 2019 has submitted to the stock exchange beyond 45 days from the end of the said quarter.	Fine of Rs. 1,06,200/- has been levied on the company	The Company has paid the fine to the exchange.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The Company has not complied with the provisions of Regulation 33 of the Listing Regulations with respect to submission of audited financial	The Company has complied with the provisions of Regulations 33 of the Listing Regulations with respect to submission of audited and	The Company has complied with the provisions of Regulation 33 of the Listing Regulation with

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	statements to the exchange within stipulated time	unaudited financial statements of the quarter and half year ended to the exchange within stipulated time except for the quarter ended September 30, 2019	respect to audited and unaudited financial statements of the quarter and half year ended to the exchange within stipulated time except for the quarter ended September 30, 2019
2.	The Company has not complied with the provisions of Regulation 27 of the Listing Regulations with respect to submission of the corporate governance report to the exchange within stipulated time	The Company has complied with the provisions of Regulation 27 of the Listing Regulations with respect to submission of the corporate governance report to the exchange within stipulated time except for the quarter ended September 30, 2019	The Company has complied with the provisions of Regulation 27 of the Listing Regulations with respect to submission of the corporate governance report to the exchange within stipulated time except for the quarter ended September 30, 2019
3.	Prior or post-facto intimation of the meeting of Committee of Creditors was generally given to the stock exchange	The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.	The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period.

For SCP & CO. Company Secretaries

Swapnil
Chandrakant
Pande

Digitally signed by Swapnil
Chandrakant Pande
Date: 2020.07.30 12:58:34
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Swapnil Pande
M.No A44893 C.P.No 21962

Place: Mumbai
Date: 30/07/2020
UDIN: A044893B000526363