



28th September, 2022

To,
BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai — 400001

Ref: BSE- 511736

Dear Sir/ Madam,

Sub: Voting Results of the 28th Annual General Meeting ('AGM') of the Company, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

This is to inform you that the 28th AGM of the Company was held on Wednesday, 28th September, 2022 at the scheduled time at 10:30 A.M at 6th Floor, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023.

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014. and Regulation 44 of the Listing Regulations, the Company had provided the Members a facility to exercise their right to vote on resolutions considered at the 28th AGM by using an electronic voting system from a place other than venue of the AGM ('remote e-voting'), through e-voting platform provided by National Securities Depository Limited ('NSDL'). Further the facility for voting through Ballot Papers was made available at the AGM and the Members who had not cast their vote by remote e-voting were allowed to cast their vote by Ballot papers ('Poll').

Based on the Report of the Scrutinizer, the voting results of the AGM are attached herewith in format Annexure 1.

Kindly take the above on your records and oblige.

For **USHDEV INTERNATIONAL LIMITED**

Sonam

Sonam Gandhi
Company Secretary and Compliance Officer



Encl: a/a

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

Phone: +91-22-61948888 Fax: +91-22-22821098

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

Annexure - I

Name of the Company	USHDEV INTERNATIONAL LIMITED
Date of the Annual General Meeting (AGM)	Wednesday, September 28, 2022
Total number of shareholders on record date	14,469
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	31
No. of Shareholders attended the meeting through Video Conferencing:	-
Promoters and Promoter Group:	Nil
Public:	Nil

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Resolution No. 1

(a) the Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and

(b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2022, together with the Report of the Statutory Auditors thereon.

Resolution required (Ordinary /Special): Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?: No

Sr. No	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter and Promoter Group	E-Voting	138,155,355	0	0.0000	0	0	0.0000	0.0000
		Poll		79,349,410	57.4349	79,349,410	0	100.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		138,155,355	79,349,410	57.4349	79,349,410	0	100.0000
B	Public- Institutions	E-Voting	25,633,202	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		25,633,202	0	0.0000	0	0	0.0000
C	Public- Non Institutions	E-Voting	174,705,443	76,144	0.0436	74,703	1,441	98.1075	1.8925
		Poll		3,133,761	1.7937	3,133,761	0	100.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		174,705,443	3,209,905	1.8373	3,208,464	1,441	99.9551
Total (A+B+C)			338,494,000	82,559,315	24.3902	82,557,874	1,441	99.9983	0.0449

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Resolution No. 2 - Re-appointment of M/s Khandelwal Jain & co., Chartered Accountant (Firm Registration No. 105049W) as Statutory Auditors of the Company for a period of 5 years .

Resolution required (Ordinary /Special): Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?: No

Sr. No	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter and Promoter Group	E-Voting	138,155,355	0	0.0000	0	0	0.0000	0.0000
		Poll		79,349,410	57.4349	79,349,410	0	100.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		138,155,355	79,349,410	57.4349	79,349,410	0	100.0000
B	Public- Institutions	E-Voting	25,633,202	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		25,633,202	0	0.0000	0	0	0.0000
C	Public- Non Institutions	E-Voting	174,705,443	72,644	0.0416	71,274	1,370	98.1141	1.8859
		Poll		3,133,761	1.7937	3,133,761	0	100.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		174,705,443	3,206,405	1.8353	3,205,035	1,370	99.9573
Total (A+B+C)			338,494,000	82,555,815	24.3892	82,554,445	1,370	99.9983	0.0427

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AJP & ASSOCIATES

Company Secretaries & Trademark Agent

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson of,
28th Annual General Meeting of
USHDEV INTERNATIONAL LIMITED
6th Floor, Apeejay House, 130,
Mumbai Samachar Marg,
Fort, Mumbai - 400 023

Dear Sir,

Sub: Consolidated Scrutinizer's Report of remote E-voting and Poll conducted for the Twenty Eight (28th) Annual General Meeting of Ushdev International Limited held on Wednesday, September 28, 2022 at 10:30 AM at 6th Floor, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023.

I, Abhaykumar J. Pal, proprietor of M/s. AJP & Associates, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors of **Ushdev International Limited** ('the Company'), for the purpose of scrutinizing remote e-voting process and Poll as per Section 108 and 109 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**") on resolution(s) set out in the notice convening the 28rd Annual General meeting ('AGM') of the Shareholders of the Company, held on Wednesday, 28th September, 2022 at 10:30 AM.

The Notice of the AGM dated August 29, 2022 were sent to the shareholders on September 06, 2022 in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Registrar and Share Transfer Agent (RTA)/ Depositories, in compliance with the General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars").

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 ("the Act") and the Rules made there under and Listing Regulations relating to e-voting and poll by the shareholders on the resolutions proposed in the Notice of the AGM of the Company.



G-75, Sai Dham Shopping Plaza, Nr. Sai Baba Mandir, P. K. Road, Mulund (W), Mumbai- 400080, Maharashtra.

022-3508 8858 / +91 90293 66180

abhay@ajp.cs.in

www.ajp.cs.in

My responsibility as a Scrutinizer, was restricted to scrutinize the e-voting and poll process, in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the service provider.

The shareholders of the Company holding shares as on the "cut-off" date i.e. Wednesday, September 21, 2022 were entitled to vote on the resolutions as mentioned in the Notice of the Annual General Meeting.

In accordance with the Notice of the 28th AGM and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the remote e-voting commenced on Sunday, September 25, 2022 at 09:00 A.M. (IST) and ended on Tuesday, September 27, 2022 at 05:00 P.M. (IST).

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and the ballot forms received respectively.

After the time fixed for closing of the poll by the Chairperson, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the share Transfer agent of the Company and the authorisation/proxy lodged with Company.

I submit consolidated report as under on the result of the remote e-voting & voting at the meeting in respect of the following Resolutions.

ORDINARY BUSINESS:

Item No. 1 - Ordinary Resolution-

(a) *The Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and the Statutory Auditors thereon.*

(b) *The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2022, together with the Report of the Statutory Auditors thereon.*



Physical Voting (Poll)

Sr. No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	37	8,24,83,171	-
2.	Less- Invalid Physical ballot forms	-	-	-
3.	Net valid Physical ballot forms	37	8,24,83,171	-
4.	Physical ballot forms with assent	37	8,24,83,171	100.0000%
5.	Physical ballot forms with dissent	-	-	-

E-Voting (Remote e-Voting)

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	68	76,144	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	68	76,144	-
4.	E-voting with assent	62	74,703	98.1075%
5.	E-voting with dissent	6	1,441	1.8925%

Total

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	105	8,25,59,315	-
2.	Less-Invalid voting	-	-	-
3.	Net valid voting	105	8,25,59,315	-
4.	Voting with assent	99	8,25,57,874	99.9983%
5.	Voting with dissent	6	1,441	0.0449%



Item No. 2- Ordinary Resolution-

Re-appointment of M/s Khandelwal Jain & co., Chartered Accountant (Firm Registration No. 105049W) as Statutory Auditors of the Company for a period of 5 years.

Physical Voting (Poll)

Sr. No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	37	8,24,83,171	-
2.	Less- Invalid Physical ballot forms	-	-	-
3.	Net valid Physical ballot forms	37	8,24,83,171	-
4.	Physical ballot forms with assent	37	8,24,83,171	100.0000%
5.	Physical ballot forms with dissent	-	-	-

E-Voting (Remote e-Voting)

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	67	72,644	-
2.	Less-Invalid E-voting	-	-	-
3.	Net valid E-voting	67	72,644	-
4.	E-voting with assent	63	71,274	98.1141%
5.	E-voting with dissent	4	1,370	1.8859%

Total

Sr. No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	104	8,25,55,815	-
2.	Less-Invalid voting	-	-	-
3.	Net valid voting	104	8,25,55,815	-
4.	Voting with assent	100	8,25,54,445	99.9983%
5.	Voting with dissent	4	1,370	0.0427%



Based on the aforesaid result, you may accordingly declare the result of voting (remote e-voting & Poll during the meeting).

The relevant records relating to voting shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of the 28th Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

The Company has been undergoing Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (Insolvency Code) in terms of order dated May 14, 2018 passed by the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench. Pursuant to initiation of CIRP, vide aforesaid order, the adjudicating authority appointed Shri Subodh Kumar Agrawal, as an Interim Resolution Professional (IRP) to carry the functions as mentioned under the Code and later on Committee of Creditors (CoC) approved the appointment of Shri Subodh Kumar Agrawal, the IRP as Resolution Professional (RP).

Under the CIRP, the resolution plan filed by Singapore based company M/s Taguda Pte Ltd was submitted for consideration to the Committee of Creditors (CoC) in its meeting held on June 23, 2021. The Resolution Plan was passed by the CoC with majority of voting in favour of the resolution. Pursuant to the approval of the resolution plan in terms of the order of the NCLT dated February 03, 2022 and the subsequent order dated March 11, 2022 of the NCLAT, Implementing Agency (IMA) was constituted on March 15, 2022. After that it's Management affairs, business and assets are being managed by the IMA appointed by the Committee of Creditors and Resolution Applicant.

FOR AJP & ASSOCIATES



Abhay J. Pal
Company Secretaries
Mem. No. A59534 & CP. 23812
PR. 2078/2022

Date: 28/09/2022
Place: Mumbai
UDIN. A059534D001068564

Countersigned by
For Ushdev International Limited

Chairperson of the AGM