



*Ushdev International Ltd.*

29<sup>th</sup> September, 2020

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

Ref: BSE- 511736

Dear Sir/ Madam,

**Sub: Consolidated scrutinizer's Report on remote e-voting & voting through polling paper**

This is to inform you that the 26<sup>th</sup> AGM of the Company was held on Monday, 28<sup>th</sup> September, 2020 at the scheduled time at 10:30 A.M at Basement No. 8, 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 26<sup>th</sup> 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').

Please find annexed herewith the Report of the Scrutinizer on remote e-voting & voting through polling paper

Kindly take the above on your records and oblige.

For **USHDEV INTERNATIONAL LIMITED**

**Sayli Munj**

**Company Secretary and Compliance Officer**



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](mailto:info@ushdev.com) Website: [www.ushdev.com](http://www.ushdev.com)

# SCP & CO.

## Company Secretaries

### SCRUTINIZER'S REPORT

Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015.

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To,

The Resolution Professional of USHDEV INTERNATIONAL LIMITED,

The **26<sup>th</sup> Annual General Meeting** of the Members of **USHDEV INTERNATIONAL LIMITED (CIN: L40102MH1994PLC078468)** held on Monday, **28<sup>th</sup> September, 2020 at 10:30 a.m. at Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023.**

Dear Sir,

**Sub: Combined Report on Remote e-voting and poll conducted at the 26<sup>th</sup> Annual General Meeting of the Members of USHDEV INTERNATIONAL LIMITED held on Monday, the 28<sup>th</sup> September, 2020 at 10:30 a.m. at Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023.**

1. I, Swapnil C. Pande proprietor of M/s. SCP & CO., Practicing Company Secretary (Membership No. ACS 44893 / C.P. No 21962) appointed as the Scrutinizer pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings for the purpose of scrutinizing the remote e-voting and voting by the poll taken at 26<sup>th</sup> Annual General Meeting (AGM) of the Members of USHDEV INTERNATIONAL LIMITED held on Monday, 28<sup>th</sup> September, 2020 at 10:30 a.m. at Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023.
2. As per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, as also in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Members to cast their votes electronically on all the resolutions proposed in the Notice of the 26<sup>th</sup> AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) as the authorized agency to provide the e-voting facility.
3. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the electronic voting system provided by the NSDL and voting by the poll at the 26<sup>th</sup> AGM. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and voting by poll at the 26<sup>th</sup> AGM.

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Reg. Office: A- 302, Old Ashok Nagar, Vazira Naka, L.T. Road, Borivali west, Mumbai 400091

Branch Office: 26, Gayatri Industrial Estate, Navghar Vasai (E), Palghar- 401210

M.No:7045000841 / E-mail:- corporateissues1991@gmail.com

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Based on the reports generated from the e-voting system provided by the NSDL and voting by the poll taken at 26<sup>th</sup> Annual General Meeting, I submit my report on as under:

- a) the e-voting period commences on Friday, 25<sup>th</sup> September, 2020 (9:00 a.m. IST) and ends on Sunday, 27<sup>th</sup> September, 2020 (5:00 p.m. IST).
- b) the Equity Shareholders holding shares as on Monday, 21<sup>st</sup> September, 2020, "Cut Off date" were entitled to vote on the resolution stated in the notice or the 26<sup>th</sup> Annual General Meeting of the Company.
- c) the votes cast through remote E-voting prior to the date of AGM were unblocked after the conclusion of AGM and downloaded from the E-voting website of NSDL (www.evoting.nsdl.com) in the presence of two witnesses - Ms. Neha Mankame and Mrs. Vrushali Mathure, who are not in the employment of the Company.
- d) Relating to voting by Poll:

Members present through Authorized Representatives	2
Members present in person	22
Members present through proxy	0
Members who cast vote through Poll	23
Members who had cast vote through Remote E-voting and also voted on Poll	0
Members who were present but did not vote on Poll	1

- e) Total valid votes are 43. Total 8 votes are invalid.
- f) I now, submit my combined report as under on the results of the Remote e-voting and poll taken at the 26<sup>th</sup> AGM in respect of the each of the resolutions as set out in the Notice dated 24<sup>th</sup> August, 2020 convening the 26<sup>th</sup> AGM of the Company:

**Resolution No 1:** Ordinary Resolution: The Audited Standalone Financial Statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board of Directors and the Statutory Auditors thereon

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted - Favour	38	96,20,719	99.99
Voted - Against	3	70	0.01
Total	41	96,20,789	100
Invalid Votes	8	47,090	0.48

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## Company Secretaries

**Resolution No 2:** Ordinary Resolution: The Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2020, together with the Report of the Statutory Auditors thereon

Voting Description	No. of Members	No. of valid votes cast by them	Percentage of total number of valid votes cast
Voted - Favour	38	9620719	99.99
Voted - Against	3	70	0.01
Total	41	9620789	100
Invalid Votes	8	47090	0.48

**Note:**

*M/s. Ushdev International Limited is under the Corporate Insolvency Resolution Process (CIRP) 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 (Code) and Rules and Regulations made there under. Its Management affairs, business, and assets are being managed by the Resolution Professional, Shri Subodh Kumar Agrawal, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated May 14, 2018 and later confirmed as Resolution Professional by the Committee of Creditors (CoC) in its meeting held on June 14, 2018 under provisions of the code.*

Thanking You,  
Yours Faithfully,

**For M/S. SCP & CO.**  
**Practicing Company Secretaries**

Swapnil  
Chandrakant Pande  
Chandrakant Pande  
Digitally signed by Swapnil  
Chandrakant Pande  
Date: 2020.09.29 23:46:08  
+05'30'

**Swapnil Pande**  
**ACS No: 44893; C P No. : 21962**  
**Place: Mumbai**  
**Date: September 29, 2020.**  
**UDIN No.: A044893B000799911**

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## Company Secretaries

### Annexure 1

**Resolution No 1:** Ordinary Resolution: The Audited Standalone Financial Statement of the Company for the Financial Year ended 31st March, 2020, together with the Reports of the Board of Directors and the Statutory Auditors thereon:

Resolution Required:			Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?			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	No. of votes Invalid
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$	[8]
Promoter and Promoter Group	E-Voting	15,23,72,355	0	0	0	0	0	0	0
	Poll		94,05,890	6.17	94,05,890	0	100	0	0
	<b>Total</b>	<b>15,23,72,355</b>	<b>94,05,890</b>	<b>6.17</b>	<b>94,05,890</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	7,64,97,347	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	<b>Total</b>	<b>7,64,97,347</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	10,96,24,298	2,14,579	0.20	2,14,509	70	99.97	0.03	0
	Poll		320	0.0€	320	0	100	0	47,090
	<b>Total</b>	<b>10,96,24,298</b>	<b>2,14,899</b>	<b>0.20</b>	<b>2,14,829</b>	<b>70</b>	<b>99.97</b>	<b>0.03</b>	<b>47,090</b>
<b>Total</b>		<b>33,84,94,000</b>	<b>96,20,789</b>	<b>2.84</b>	<b>96,20,719</b>	<b>70</b>	<b>99.99</b>	<b>0.0%</b>	<b>47,090</b>

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## Company Secretaries

**Resolution No 2:** Ordinary Resolution: the Audited Consolidated Financial Statement of the Company for the Financial Year ended 31st March, 2020, together with the Report of the Statutory Auditors thereon:

Resolution Required:		Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?		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	No. of votes Invalid
	[1]	[2]	[3] = $\frac{[2]}{[1]} * 100$	[4]	[5]	[6] = $\frac{[4]}{[2]} * 100$	[7] = $\frac{[5]}{[2]} * 100$	[8]	[1]
Promoter and Promoter Group	E-Voting	15,23,72,355	0	0	0	0	0	0	0
	Poll		94,05,890	6.17	94,05,890	0	100	0	0
	Total		<b>15,23,72,355</b>	<b>94,05,890</b>	<b>6.17</b>	<b>94,05,890</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	7,64,97,347	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Total		<b>7,64,97,347</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	10,96,24,298	2,14,579	0.20	2,14,509	70	99.97	0.03	0
	Poll		320	0.0€	320	0	100	0	47,090
	Total		<b>10,96,24,298</b>	<b>2,14,899</b>	<b>0.20</b>	<b>2,14,829</b>	<b>70</b>	<b>99.97</b>	<b>0.03</b>
<b>Total</b>		<b>33,84,94,000</b>	<b>96,20,789</b>	<b>2.84</b>	<b>96,20,719</b>	<b>70</b>	<b>99.99</b>	<b>0.0%</b>	<b>47,090</b>

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