



Ushdev International Ltd.

Date: 21<sup>st</sup> September, 2015

✓  
BSE Limited  
Department of Corporate Services,  
P. J. Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sirs,

**Sub: Voting Results pursuant to Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, we submit the voting results at the Twenty First Annual General Meeting of the Company held on Saturday, September 19, 2015 at 3.30 p.m. at 6<sup>th</sup> Floor, Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 12 K Dubhash Marg, Fort, Mumbai - 400001. The mode of voting was remote e-voting and poll at the AGM.

Date of the AGM	: Saturday, September 19, 2015
Total number of shareholders on the record date i.e. Saturday, September 12, 2015.	: 776
No. of shareholders present at the meeting either in person or through proxy:-	
Promoter s and Promoter Group	: 2
Public	: 22
No. of shareholders who attended the meeting through Video Conferencing:-	
Promoter s and Promoter Group	:N.A.
Public	:N.A.

The Agenda-wise Resolutions (Ordinary / Special) passed by remote e-voting and poll at the AGM are given in Annexue 'A'.

You are requested to take the above information on record.

Thanking You,

Yours faithfully,

For USHDEV INTERNATIONAL LIMITED

COMPANY SECRETARY

IN: 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: 91-22-61048888/66368888 Fax: 91-22-22821416/1098



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Ushdev International Ltd.

ANNEXURE 'A'

**Resolution 1:** Approving and adopting Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

**Resolution 2:** To declare dividend on Equity Shares @ 21% (Rs. 2.1 per equity share) (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>



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*Ushdev International Ltd.*

**Resolution 3:** To appoint a Director in place of Mrs. Suman Vijay Gupta, who retires by rotation and being eligible, offers herself for re-appointment (**Ordinary Resolution**)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

**Resolution 4:** Appointment of M/s. M P Chitale & Co., Chartered Accountant as Statutory Auditors and fix their remuneration. (**Ordinary Resolution**)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>



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*Ushdev International Ltd.*

**Resolution 5: To appoint Mr. Anil Kumar Bansal as an Independent Director. (Ordinary Resolution)**

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

**Resolution 6: To appoint Mr. Ramesh Chandak as an Independent Director. (Ordinary Resolution)**

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>



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**Resolution 7: To re-appoint Mr. Arvind Prasad as Managing Director and Chief Executive Officer (CEO). (Special Resolution)**

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

**Resolution 8: To re-appoint Mr. Ashwin Rathi as Managing Director and Chief Financial Officer (CFO). (Special Resolution)**

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>



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**Resolution 9: To appoint M/s. H. S. Bajaj & Co., Cost Accountants as a Cost Auditors. (Ordinary Resolution)**

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

**Resolution 10: To adopt Articles of Association as per the Companies Act, 2013. (Special Resolution)**

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	18414448	18414348	99.99	18414348	Nil	100	Nil
Public-Institutional holders	6199291	4423600	71.35	4423600	Nil	100	Nil
Public-Others	9235661	1128	0.012214	1128	Nil	100	Nil
<b>Total</b>	<b>33849400</b>	<b>22839076</b>	<b>67.47</b>	<b>22839076</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>

For USHDEV INTERNATIONAL LIMITED

COMPANY SECRETARY