



Ushdev International Ltd.

Date: 21st September, 2015

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

Dear Sirs,

Sub: Proceedings at the 21st Annual General Meeting
pursuant to Clause 31(d) of the Listing Agreement

Pursuant to Clause 31(d) of the Listing Agreement, we wish to state that the following Resolutions were passed by the Members by remote e-voting and poll at the Twenty First Annual General Meeting of the Company held on Saturday, September 19, 2015 at 3.30 p.m. at 6th Floor, Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 12 K Dubhash Marg, Fort, Mumbai - 400001 :-

ORDINARY BUSINESS

1. Approving and adopting the Audited 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.
2. Declaring dividend on Equity Shares @ 21% (Rs. 2.1 per equity share) for the year ended March 31, 2015.
3. Appointing Mrs. Suman Vijay Gupta, as a Director retiring by rotation.
4. Appointment of M/s. M P Chitale & Co. Chartered Accountants as Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS

5. Appointing Mr. Anil Kumar Bansal as an Independent Director for five consecutive years for a term ending on 28th May, 2020. **(Ordinary Resolution)**
6. Appointing Mr. Ramesh Chandak as an Independent Director for five consecutive years for a term up ending on 27th July, 2020. **(Ordinary Resolution)**
7. Re-appointing Mr. Arvind Prasad, as Managing Director and Chief Executive Officer (CEO) of the Company for a period of three years with effect from 1st December, 2015 and fixing his remuneration thereof. **(Special Resolution)**
8. Re-appointing Mr. Ashwin Rathi, as Managing Director and Chief Financial Officer (CFO) of the Company for a period of three years with effect from 29th January, 2016 and fixing his remuneration thereof. **(Special Resolution)**

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: 01 22 61048888/66368888 Fax: 01 22 22821416/1098



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9. Appointing M/s. H. S. Bajaj & Co., Cost Accountants as a Cost Auditor of the Company for the financial year ended March 31, 2016. **(Ordinary Resolution)**
10. Adopting Articles of Association as per the Companies Act, 2013. **(Special Resolution)**

Kindly confirm having noted the above.

Thanking You,

Yours faithfully,

For USHDEV INTERNATIONAL LIMITED

COMPANY SECRETARY