

# Notice

Notice is hereby given that the Twenty Second Annual General Meeting of the Shareholders of USHDEV INTERNATIONAL LIMITED will be held on Saturday, 3<sup>rd</sup> September, 2016 at 03.00 p.m, at M. C. Ghia Hall, Kala Ghoda, Mumbai 400 023 to transact the following business:

## ORDINARY BUSINESS :

- 1) To consider and adopt the
  - Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors' thereon; and
  - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, and the Report of the Auditors' thereon..
- 2) To declare dividend on Equity Shares @ 10 % i.e. Rs. 1 /- per Equity Share.
- 3) To appoint a director in place of Mr. Prateek Vijay Gupta (DIN 00166108) who retires by rotation and being eligible, offers himself for re-appointment.

## 4) Appointment of Statutory Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the appointment of M/s. M P Chitale & Co., Chartered Accountants, having ICAI Firm Registration No. 101851W, as Statutory Auditors of the Company for the Company's financial year 2016-2017, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be reimbursed for the financial year ended March 31,2016.

By order of the Board  
For USHDEV INTERNATIONAL LIMITED

Arvind Prasad  
Managing Director

Place: Mumbai  
Date: April 22, 2016

# Notes

1. A statement giving the relevant details of the Director seeking re-appointment under Item No. 2 of the accompanying notice, as required by Regulation 36(3) of the SEBI (IODR) Regulation, 2015 is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
  
THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. by 3.00 p.m on 1<sup>st</sup> September, 2016
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from 27th August, 2016 to 3rd September, 2016, both days inclusive.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
10. Members desiring any relevant information on the Accounts at the Annual General Meetings are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready. Members can also email their queries at the email address of the compliance officer at [cs@ushdev.com](mailto:cs@ushdev.com).
11. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Transfer Agents to facilitate better service:
  - i. Any change in their address
  - ii. Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS mode and
- iii. Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account
12. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, viz. NSDL and CDSL will be printed on the dividend warrants. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
13. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form.
15. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 / 124 and 125 of Company Act 2013, dividends for the financial year ended 31st March, 2008 and dividend declared thereafter, which remains unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund.

Financial Year	Date of Declaration of Dividend	Last date of claiming Unpaid Dividend
Final Dividend for the year 2008 – 2009	5th September, 2009	10th October, 2016
Final Dividend for the year 2009 – 2010	4th September, 2010	9th October, 2017
Final Dividend for the year 2010 – 2011	3rd September, 2011	8th October, 2018
Final Dividend for the year 2011 – 2012	30th August, 2012	4th October, 2019
Final Dividend for the year 2012 – 2013	31st August, 2013	5th October, 2020
Final Dividend for the year 2013 – 2014	5th September, 2014	10th October, 2021
Final Dividend for the year 2014 – 2015	19th September, 2015	24th October, 2022

Members who have not so far received / encashed dividend for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Share Transfer Agent i.e. M/s. Sharex Dynamic (India) Private Limited.

16. A route map showing directions to reach the venue of the 22nd AGM is given at the end of this notice as per the requirement of the Secretarial Standards – 2 on general meetings.
17. Information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 relating to Documents & Information to Shareholders with respect to the Director being appointed and Directors retiring by rotation and being eligible, seeking re-appointment are as under:

Particulars	Mr. Prateek Vijay Gupta
Director Identification Number(DIN)	00166108
Date of Birth	29/07/1979
Nationality	Indian
Date of Appointment on Board	18/02/2008
Qualifications	MBA
Shareholding in Ushdev International Limited	100 Equity shares

Expertise in specific functional areas	He has more than 20 years experience in metal trading and wind power generation business.
Directorships in other Public Limited Companies	1. Ushdev Securities Limited. 2. Ushdev Trade Limited
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil

# Process For Members Opting For E-Voting

## Voting through electronic means

The instructions for shareholders voting electronically are as under:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  4. The remote e-voting period commences on 31st August, 2016, at 9.00 AM (time) and ends on 2nd September, 2016 at 5.00 PM (time). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  5. The process and manner for remote e-voting are as under:
    - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)] :
      - a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
      - c) Click on Shareholder - Login
      - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
      - g) Select "EVEN" of "Ushdev International Limited".
      - h) Now you are ready for remote e-voting as Cast Vote page opens.
      - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
      - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
      - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [shahpradipcs@gmail.com](mailto:shahpradipcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
    - a) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
    - b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th August, 2016.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the book closure date i.e. 27th Aug., 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
11. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
13. Mr. Pradip Shah, Practicing Company Secretary (Membership No. 1483) and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizor, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of

at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

16. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board  
For USHDEV INTERNATIONAL LIMITED

Arvind Prasad  
Managing Director

Place: Mumbai  
Date: April 22, 2016

#### UPDATION OF EMAIL ID

Kindly ensure to update your active Email Id with the Registrar / Depository if you have changed the same.

# Route Map

Ushdev International Limited



Address : M. C. Ghia Hall, Kala Ghoda, Mumbai: 400 023.