



Ushdev International Ltd.

Date: 6th September, 2016

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

Dear Sirs,

**Sub: Voting Results pursuant to Regulation 44(3) of the SEBI
(LODR) Regulations, 2015**

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we submit the voting results at the Twenty-Second Annual General Meeting of the Company held on Saturday, 3rd September, 2016 at 3.00 p.m. at M. C. Ghia Hall, Kala Ghoda, Mumbai – 400 023. The mode of voting was remote e-voting and poll at the AGM. We hereby furnish details of the Voting Results as under:

- | | |
|--|---------------------------------|
| 1. Date of AGM | 3 rd September, 2016 |
| 2. Total number of shareholders on record date (as on 27th August, 2016) | 834 |
| 3. No. of shareholders present in the meeting either in person or through proxy | |
| Promoters and Promoter Group | 02 |
| Public | 27 |
| 4. No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters 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 **Annexure 'A'**.

You are requested to take the above information on record.

Thanking You,

Yours faithfully,

For **USHDEV INTERNATIONAL LIMITED**



RUCHIKA SHAH
COMPANY SECRETARY



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

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

ANNEXURE 'A'

Resolution 1 (a): Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors' thereon.

Resolution required: (Ordinary/ Special)

Ordinary Resolution

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 (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
	Poll	1,84,14,448	0	0	0	0	0.00	0.00
	Total		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	61,99,291	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		44,79,276	48.50	44,79,276	0	100.00	0.00
	Poll	92,35,661	514	0.01	514	0	100.00	0.00
	Total		44,79,790	48.51	44,79,790	0	100.00	0.00
Total		3,38,49,400	2,28,24,238	67.43	2,28,24,238	0	100.00	0.00



Resolution 1 (b): Approving and adopting the Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2016, and the Report of the Auditors' thereon.

Resolution required: (Ordinary/ Special)		Ordinary Resolution									
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			
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00			
	Poll	1,84,14,448	0	0	0	0	0.00	0.00			
	Total		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00			
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00			
	Poll	61,99,291	0	0.00	0	0	0.00	0.00			
	Total		0	0.00	0	0	0.00	0.00			
Public- Non Institutions	E-Voting		44,79,276	48.50	44,79,276	0	100.00	0.00			
	Poll	92,35,661	514	0.01	514	0	100.00	0.00			
	Total		44,79,790	48.51	44,79,790	0	100.00	0.00			
Total		3,38,49,400	2,28,24,238	67.43	2,28,24,238	0	100.00	0.00			



Resolution 2: Declaring Final dividend on Equity Shares at 10% i.e. Re.1 per Equity share for the year ended 31st March, 2016.

Resolution required: (Ordinary/Special)

Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution?

No

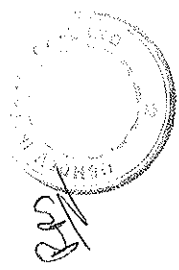
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Promoter and Promoter Group	E-Voting		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
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	Total		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	61,99,291	0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		44,79,276	48.50	44,79,276	0	100.00	0.00
	Poll	92,35,661	514	0.01	514	0	100.00	0.00
	Total		44,79,790	48.51	44,79,790	0	100.00	0.00
Total		3,38,49,400	2,28,24,238	67.43	2,28,24,238	0	100.00	0.00



Resolution 3: Appointing Mr. Prateek Gupta, as a Director of the Company who retires by rotation and being eligible had offered himself for re-appointment.
Mr. Prateek Gupta is the Director of the Company.

Resolution required: (Ordinary/ Special) Ordinary Resolution
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		44,79,276	48.50	44,79,276	0	100.00	0.00
	Poll		514	0.01	514	0	100.00	0.00
	Total		44,79,790	48.51	44,79,790	0	100.00	0.00
Total		3,38,49,400	2,28,24,238	67.43	2,28,24,238	0	100.00	0.00



Resolution 4: Ratifying the appointment of M/s. M P Chitale & Co., Chartered Accountant as Statutory Auditors for the financial year 2016-17 and to fix their remuneration.

Resolution required: (Ordinary/ Special)
 Whether promoter/ promoter group are interested in the agenda/resolution? Ordinary 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,84,14,448	1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total		1,83,44,448	99.62	1,83,44,448	0	100.00	0.00
Public- Institutions	E-Voting	61,99,291	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	92,35,661	44,79,276	48.50	44,79,276	0	100.00	0.00
	Poll		514	0.01	514	0	100.00	0.00
	Total		44,79,790	48.51	44,79,790	0	100.00	0.00
Total		3,38,49,400	2,28,24,238	67.43	2,28,24,238	0	100.00	0.00

Notes:

1. The votes cast does not include invalid votes.
2. All the aforesaid resolutions were passed with requisite majority.

For USHDEV INTERNATIONAL LIMITED



Ruchika Shah

RUCHIKA SHAH
COMPANY SECRETARY

FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]

To,
Ms. Suman Gupta, Chairperson,
22nd Annual General Meeting of the Equity Shareholders of Ushdev International Limited,
Held on Saturday, 3rd September, 2016 at 3.00 p.m. at
M. C. Ghia Hall, Kala Ghoda,
Mumbai – 400 023

Dear Sir,

I, Mr. Pradip Shah, Practicing Company Secretary and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 22nd Annual General Meeting of the equity shareholders of Ushdev International Limited held on Saturday, 3rd September, 2016 at 3.00 p.m. at M. C. Ghia Hall, Kala Ghoda, Mumbai – 400 023, for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 9.00 a.m. on Wednesday, 31st August, 2016 to Friday, 2nd September, 2016 at 5.00 p.m.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 5th August, 2016 (Cut-off Date: 27th August, 2016) who were entitled to vote on the proposed 4 (four) resolutions as mentioned in the Notice of the 22nd Annual General Meeting of “Ushdev International Limited” [Item No. 1 (One) to 4 (Four) of the Notice of the 22nd Annual General Meeting of Ushdev International Limited].
3. After the time fixed for closing of the poll by Ms. Suman Gupta, Chairperson, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. 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 Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 3rd September, 2016 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co., Practicing Company Secretaries and Ms. Pooja Mittal working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.
6. No poll paper was found invalid.



7. The Results of the voting are as under:

ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 (a) – Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors' thereon:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2,28,24,238	100.00	0	0.00	2,28,24,238	100.00	0	0.00	2,28,24,238
Total No. of Ballots	24	100.00	0	0.00	24	100.00	0	0.00	24

b. RESOLUTION NO. 1 (b)

Ordinary Resolution No. 1 (b) – Approving and adopting the Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2016, and the Report of the Auditors' thereon:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2,28,24,238	100.00	0	0.00	2,28,24,238	100.00	0	0.00	2,28,24,238
Total No. of Ballots	24	100.00	0	0.00	24	100.00	0	0.00	24

c. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Declaring Final dividend on Equity Shares at 10% i.e. Re.1 per Equity share for the year ended 31st March, 2016:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2,28,24,238	100.00	0	0.00	2,28,24,238	100.00	0	0.00	2,28,24,238
Total No. of Ballots	24	100.00	0	0.00	24	100.00	0	0.00	24



d. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Appointing Mr. Prateek Gupta, as a Director of the Company who retires by rotation and being eligible had offered himself for re-appointment. Mr. Prateek Gupta is the Director of the Company:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2,28,24,238	100.00	0	0.00	2,28,24,238	100.00	0	0.00	2,28,24,238
Total No. of Ballots	24	100.00	0	0.00	24	100.00	0	0.00	24

e. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Ratifying the appointment of M/s. M P Chitale & Co., Chartered Accountant as Statutory Auditors for the financial year 2016-17 and to fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2,28,24,238	100.00	0	0.00	2,28,24,238	100.00	0	0.00	2,28,24,238
Total No. of Ballots	24	100.00	0	0.00	24	100.00	0	0.00	24

8. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Mrs. Ruchika Shah, Company Secretary authorized by the Board for safe keeping.



10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure - 1 to this report.

Thanking You,

Yours Faithfully,

For P P Shah & Co.,
Practising Company Secretaries

Pradip C. Shah

Pradip Shah
Partner
Place: Mumbai
Date: 3rd September, 2016



Annexure – 1

Consolidated Result of Voting (by E-voting and Poll) for Resolution Nos. 1 to 4 of the Notice of the 22nd Annual General Meeting of “Ushdev International Limited” held on Saturday, 3rd September, 2016 at 3.00 p.m.

Resolution No.	Total Valid Votes Cast			Voted In Favour Of Resolution				Voted Against The Resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E-voting	Poll	Total	%
1	22823724	514	22824238	22823724	514	22824238	100.00	0	0	0	0.00
2	22823724	514	22824238	22823724	514	22824238	100.00	0	0	0	0.00
3	22823724	514	22824238	22823724	514	22824238	100.00	0	0	0	0.00
4	22823724	514	22824238	22823724	514	22824238	100.00	0	0	0	0.00

