

Date: 6<sup>th</sup> 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<sup>rd</sup> September, 2016 Total number of shareholders on record date (as on 27th August, 834

2016)

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 Public

N.A.

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

**RUCHIKA SHAH** 

COMPANY SECRETAR

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: +91-22-61948888/66368888 Fax: +91-22-22821416/1098

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.

	crepting of the Board of Directors and the Auditors' thereon	of Directors ar	nd the Auditor	s' thereon.			ST	Jen Strack JI Mai Cil, 2010
Resolution required: (Ordinary/ Special)	ry/Special)		Ordinam, Da					
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The promoter promoter group are interested in the	r group are into	erested in the	So.					
agenda/resolution?								
Category	Mode of	No of	No of motor					
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				shares	- And Andrews	202inet	COMPANIE TO THE TABLE	Against on votes
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Promoter and Promoter	E-Voting		(1)	001 [(1)/(2)] (2)	<del>(</del> †	0	(6)=[(4)/(2)!*100	(7)=(/2)(2)(*)(*)(*)
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ding	Poll	1.84.14.448	C			5 (	1 W.R.	
	Tetal	1		0	>	~		Ch. Ch.Ch.
Dublic Lastitant	10tal		1,83,44,448	99.65	1.83.44.448	U	20.001	
r aduc- institutions	E-Voting			000	> (	3		
	PAII	71 00 001	0 ,	0.00	>	~		
	TOIL	167,86,10	0	0.00	0	C	000	374.53
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rublic- Non Institutions	E-Voting		44 79 276	10 50	750 05 88	> (	86.6	
	Poll	00 25 661	2126	40.30	44.79.270		<u> </u>	
		100,00,7	214	10.0	514	C	10000	27.0
	I otai		44.79.790	48 51	A4 70 700	> <	2000	
Lotal		3.38.49.400	2 28 24 238	67 43	27/17/17	5	IN.R	
		1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	חישיני שינטשיני	07.43	07.43 2,28,24,258	0	100.00	



Resolution 1 (b): Approving and adopting the Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, Ordinary Resolution Whether promoter/ promoter group are interested in the No 2016, and the Report of the Auditors' thereon. Resolution required: (Ordinary/ Special)

agenda/resolution?								
Category	Mode of	No. of	No. of votes	No. of votes % of Votes Polled No. of Votes No. of	No of Votes	No of	9 - 1.4	
	• , , , ,	,		Dallo Y Caro . You	200.00	10.01	70 OI VOIES III	% of Votes
	voting	shares held	polled	ling	– in favour	Votes -	favour on votes	against on votes
				shares		against	Dolled	nomon
- Constitution of the Cons		$\Xi$	(2)	(3)=[(2)/(1)]*100	(4)	9	(6)=(/(h)/(7)1*100	1001+100/C)/-(L)
Promoter and Promoter	E-Voting		1.83.44.448		1 83 44 448		100 001	
Groun	Dell	1 04 1 4 4 40			0.1.1.1.00.1	2	100:00	35
disco	roıı	1,84,14,448	O	0	0	0	0.00	80
	Total		1,83,44,448	99.65	1.83,44,448	C	100 00	000
Public- Institutions	E-Voting		C	000			00.001	
				22:0	>	>	00.0	
	Foll	167,66,10	0	0.00	0	0	000	30
	Total		0	0.00	C		000	
Public- Non Institutions	E-Voting		77 07 44	19 50	25C OF 11	> <	22.2	250
	G	; ;		10°.04	44,17,410	>		
	Foll	92,35,661	514	0.01	514	0	MWI	
	Total		44,79,790	48.51	44.79.790	C		
Total		3.38.49.400	27874728		056 26 06 6		25.00	
and the same of th		0016/160060	00-362-360-367	C+./O	007.47.07.7	•		
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Resolution 2: Declaring Final dividend on Equity Shares at 10% i.e. Re 1 ner Family share for the year and of 21st Mar. 1. 2017	lividend on Equi	tv Shares at 10	Mie Relne	" Family chare for the	o visor on dod 2	151 3 62.1	7:00	Andrew An
Resolution required: (Ordinary/ Special)	ry/ Special)		Ordinary Re	nary Resolution	ic year ciliaca	1 March	, 2016.	
Whether promoter/ promoter group are interested in the	r group are inte	rested in the	Ž					
agenda/resolution?	•		)					
Category	Mode of	No. of	No. of votes	of votes % of Votes Polled No. of Votes No. of	No. of Votes	No. of	% of Votes in	% of Votes
	Voting	shares held	polled	on outstanding	- in favour	Votes -	favour on votes	against on votes
				shares		against	polled	nolled
	***************************************	(1)	(2)	(3)=[(2)/(1)]*100	<del>(</del> 5)	3	(6)=[(4)/(2)]*100	6
Promoter and Promoter	E-Voting		1,83,44,448	99.65	99.62 1,83,44,448	0	100 00	
Group	Poll	1,84,14,448	0	0	0	0	00.0	000
	Total		1,83,44,448	99.65	1.83.44.448	0	100.001	000
Public- Institutions	E-Voting		0	0.00	0	0	000	300
	Poll	61,99,291	0	0.00	0	0	0.00	
	Total		0	0.00	0	0	0.00	000
Public- Non Institutions	E-Voting		44,79,276	48.50	44,79,276	0	100.00	000
	Poll	92,35,661	514	0.01	514	0	100.00	
	Total		44,79,790	48.51	44,79,790	0	100.00	
Total		3,38,49,400	3,38,49,400 2,28,24,238	67.43	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.

			\ <u>\</u>					4
Resolution required: (Ordinary/ Special)	ary/Special)	7	Ordinary Recolution	colution				
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agenda/resolution?	er group are inte	rested in the	o N					***************************************
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Category	Mode of	No. of	No. of votes	of votes % of Votes Polled No. of Votes No. of	No. of Votes	No of	% of Votes in	0/ 25.17.4
	Voting	shares held	polled	on outstanding	- in favour	Votes -	favour on votes	20 OI VOTES
				shares		against	nolled	nolled
		(I)	3	(3)=[(2)/(1)]*100	(4)	(v)		manner (m)
<b>Promoter and Promoter</b>	E-Voting		1.83.44.448	C9 66	2			001*[(2)/(c)]=(/)
Group	Poll	1 84 14 448		0	0+1,1,50,4		100.00	0.00
	T. 4.2.1	21.51.261	0,,,,,	0	n	0	0.00	0.00
D. L. I.	1 otal		1,83,44,448	. 99.62	1,83,44,448	0	100.00	000
rublic- Institutions	E-Voting		0	00.0	0	0	000	00.0
	Poll	61,99,291	0	0.00	0	C	00.0	00.0
	Total		0	000			00.0	0.00
Public- Non Institutions	E-Voting		44 79 276	05.07	250 05 11		0.00	0.00
			0/2,//,17	06.04	44,7,7,70	0	100.00	0.00
	Foli	199,55,76	514	0.01	514	0	100.00	000
	Lotal		44,79,790	48.51	44,79,790	0	100 001	000
Lotal		3,38,49,400 2,28,24,238	2,28,24,238	67.43	2.28.24.238	0	100 001	00.0
						>		



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

D. 1	IOII.				•	( ) ( )	the minimicial year 2010-11 and to fix	2010-1/ and to fix
Resolution required: (Ordinary/ Special)	ry/ Special)		Ordinary Resolution	solution	***************************************			
Whether promoter/ promoter group are interested in the No agenda/resolution?	r group are inte	rested in the	No					
Category	Marie							
	Voting	No. of shares held	No. of votes		No. of Votes	No. of	% of Votes in	% of Votes
	)		namod	on outstanding	– m tavour	Votes -	favour on votes	against on votes
		$\equiv$	0	(2)-[(2)/(1)]*100		agaillSt	polled	polled
Promoter and Promoter	F-Voting		1 00 44 440	001[(1)/(7)]_(c)	(4)	(S)	(6)=[(4)/(2)]*100   (7)=[(5)/(7)]*100	(7)=[/5]/(7)1*100
Groun	gillig		1,83,44,448	99.65	1,83,44,448	С	100 00	000
) } }	roll	1,84,14,448	0	0	0		00.00	0.00
	Total		1 83 44 448		1 07 44 440	> '	0.00	0.00
Public- Institutions	E-Voting		011:11:6006:	- 1	1,83,44,448	0	100.00	000
	E cumg		0	0.00	0	c	000	0.00
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	Total		C	000		)	0.00	0.00
Public- Non Institutions	E-Voting		250 05 11	0.00	n	0	0.00	00.0
	Sun a	6	44,74,710	48.50	44,79,276	0	100 001	000
	roll	92,35,661	514	0.01	514	C	100.00	0.00
1 7 - 11	Lotal		44,79,790	48 51	44 79 790		100.00	0.00
Lotal		3.38,49,400 2.28,24,238	2.28.24.238	, 69 69	0000000000	> (	100.00	0.00
			OCHE HEALT	. (4.70	2,20,24,238	<b>=</b>	100,00	000

# Notes:

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

For USHDEV INTERNATIONAL LIMITED

WINING PL COMPANY SECRETARY **RUCHIKA SHAH** 

Punit Shah B.Com, ACS

Company Secretaries

## 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,
22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Ushdev International Limited,
Held on Saturday, 3<sup>rd</sup> 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 22<sup>nd</sup> Annual General Meeting of the equity shareholders of Ushdev International Limited held on Saturday, 3<sup>rd</sup> 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, 31<sup>st</sup> August, 2016 to Friday, 2<sup>nd</sup> 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 5<sup>th</sup> August, 2016 (Cut-off Date: 27<sup>th</sup> August, 2016) who were entitled to vote on the proposed 4 (four) resolutions as mentioned in the Notice of the 22<sup>nd</sup> Annual General Meeting of "Ushdev International Limited" [Item No. 1 (One) to 4 (Four) of the Notice of the 22<sup>nd</sup> 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 3<sup>rd</sup> 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 31<sup>st</sup> 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.	2,28,24,238	100.00	0	0.00	2,28,24,238	100.00	0	0.00	2,28,24,238
of Shares		1							* 3 32
on voting									
Total No.	24	100.00	0	0.00	24	100.00	0	0.00	24
of Ballots									



# Company Secretaries

# 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.



Company Secretaries

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 (-Shall Pradip Shah

Partner

Place: Mumbai

Date: 3<sup>rd</sup> September, 2016

CP No. 436

# Company Secretaries

#### Annexure - 1

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

Resolution No.	Total Valid Votes Cast			Voted In Favour Of Resolution				Voted Against The Resolution			
	E-voting			E-voting				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

