



Ushdev International Ltd.

Date: 13th January, 2017

BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy 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 for resolutions passed as set out in the Postal Ballot Notice dated 22nd November, 2016. The mode of voting was remote e-voting and ballot forms for Postal Ballot. We hereby furnish details of the Voting Results as under:

1. Date of Postal Ballot	12 th January, 2017
2. Total number of shareholders on record date (as on 9 th December, 2016)	824
3. No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	N.A.
Public	N.A.
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 ballot forms for Postal Ballot 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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ANNEXURE 'A'

Resolution 1: Sub-Division of Equity Shares.

Resolution required: (Ordinary/ Special)

Ordinary Resolution

No

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

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		69,31,226	37.64	69,31,226	0	100.00	0.00
	Poll	1,84,14,448	30,67,270	16.66	30,67,270	0	100.00	0.00
	Total		99,98,496	54.30	99,98,496	0	100.00	0.00
Public- Institutions	E-Voting		0	0	0	0	0.00	0.00
	Poll	61,99,291	0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting		44,79,324	48.50	44,79,303	21	100.00	0.00
	Poll	92,35,661	8,39,022	9.08	8,39,016	6	100.00	0.00
	Total		53,18,346	57.58	53,18,319	27	100.00	0.00
Total		3,38,49,400	1,53,16,842	45.25	1,53,16,815	27	100.00	0.00

Resolution 2: Alteration of the Capital Clause V in the Memorandum of Association.

Resolution required: (Ordinary/ Special)

Special 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		69,31,226	37.64	69,31,226	0	100.00	0.00
	Poll	1,84,14,448	30,67,270	16.66	30,67,270	0	100.00	0.00
	Total		99,98,496	54.30	99,98,496	0	100.00	0.00
Public- Institutions	E-Voting		0	0	0	0	0.00	0.00
	Poll	61,99,291	0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting		44,79,324	48.50	44,79,293	21	100.00	0.00
	Poll	92,35,661	8,39,022	9.08	8,37,825	6	100.00	0.00
	Total		53,18,346	57.58	53,17,118	27	100.00	0.00
Total		3,38,49,400	1,53,16,842	45.25	1,53,15,614	27	100.00	0.00

Resolution 3: Alteration in Article 5 (Capital Clause) of the Articles of Association.

Resolution required: (Ordinary/ Special)

Special 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 or 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		69,31,226	37.64	69,31,226	0	100.00	0.00
	Poll	1,84,14,448	30,67,270	16.66	30,67,270	0	100.00	0.00
	Total		99,98,496	54.30	99,98,496	0	100.00	0.00
Public- Institutions	E-Voting		0	0	0	0	0.00	0.00
	Poll	61,99,291	0	0	0	0	0.00	0.00
	Total		0	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting		44,79,324	48.50	44,79,524	0	100.00	0.00
	Poll	92,35,661	8,39,022	9.08	8,37,825	6	100.00	0.00
	Total		53,18,346	57.58	53,17,149	6	100.00	0.00
Total		3,38,49,400	1,53,16,842	45.25	1,53,15,645	6	100.00	0.00

Notes:

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

For USHDEV INTERNATIONAL LIMITED



RUCHIKA SHAH
COMPANY SECRETARY

To,
Ms. Suman Gupta, Chairperson,
Ushdev International Limited,
New Harileela House, 6th Floor, Mint Road,
Mumbai: 400 001

Dear Sir,

1. The Board of Directors had passed board resolution on 22nd November, 2016 for Sub-Division of shares under Section 61 of the Companies Act, 2013 and consequent alteration of Clause V (Capital Clause) of Memorandum of Association of the Company under Section 13 of the Companies Act, 2013 and Article 5 (Capital Clause) of Articles of Association of the Company under Section 14 of the Companies Act, 2013.
2. Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, (referred to as rules) the consent of the members of the company had been sought by means of Postal Ballot (Physical and E-voting) for the approval of the aforesaid Ordinary / Special Resolutions as detailed set out in the notice dated 22nd November, 2016.
3. The Board of Directors at its meeting held on 22nd November, 2016 had appointed M/s. P. P. Shah & Co., Practising Company Secretaries as a Scrutinizer in terms of Rule 22 (5) of the said rules.
4. The Company had made necessary arrangement for conducting Postal Ballot and E-Voting process in a fair and transparent manner. The Company has engaged National Securities Depository Limited (NSDL), Mumbai to provide E Voting facility to the Equity shareholders of the Company.
5. We submit our report as under:
 - 5.1 The Company had dispatched the Postal Ballot Notice, Explanatory Statement, Postal Ballot Forms; postage prepaid Business Reply Envelope on 13th December, 2016 to all the Shareholders, whose names appear on the Register of Members on 09th December, 2016.
 - 5.2 The Members were required to convey their assent or dissent, as the case may be, in respect of the Ordinary / Special Resolutions as set out in the notice.
 - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelope addressed, on or before 5.00 p.m. on 12th January, 2017.
 - In case of E-Voting, votes to be cast electronically on E-Voting platform, provided by NSDL on or before 5.00 p.m. on 12th January, 2017.
 - 5.3 The Postal Ballot Forms were kept under the safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.
 - 5.4 The Postal Ballot Forms and E-Voting module were duly opened on 12th January, 2017 at 05.15 p.m. in my presence and scrutinized. The electronic votes were unblocked on 12th January, 2017 at 5.30 p.m. in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficiaries as on 09th December, 2016.
 - 5.5 All Postal Ballot Forms and E-Voting module received up to the close of working hours on 12th January, 2017 (5.00 p.m.) being the last date and time fixed by the Company for receipt of the Forms and E-Voting, were considered for my scrutiny.



- 5.6 No Postal Ballot Forms were received after 12th January, 2017 (5.00 p.m.).
- 5.7 No postal ballot forms were returned undelivered.
- 5.8 We did not find any defaced or mutilated ballot form.
6. A summary of the postal forms and e-voting received are given below:

(I) Resolution in respect of sub-division of equity shares – Ordinary Resolution					
Mode of Voting: Postal Ballot / E-voting					
	Particulars	Postal ballot forms	E-Voting	No. of shares	% of total paid – up Equity Capital
a)	Total postal ballot forms received	34	15	Physical: 39,06,292	11.54
				E voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
b)	Less: Invalid postal ballot forms (as per register)	0	0	Physical: 0	0.00
c)	Net valid postal ballot forms (as per register)	34	15	Physical: 39,06,292	11.54
				E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
*d)	Postal ballot form with assent for the resolution	31	14	Physical: 39,06,286	25.50
				E-voting: 1,14,10,529	74.50
				Total: 1,53,16,815	100.00
*e)	Postal ballot forms with dissent for the Resolution	2	1	Physical: 6	0.00
				E-voting: 21	0.00
				Total: 27	0.00

*% at row d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.



(II) Resolution in respect of alteration of Clause V (Capital Clause) of Memorandum of Association – Special Resolution					
Mode of Voting: Postal Ballot / E-voting					
	Particulars	Postal ballot forms	E-Voting	No. of shares	% of total paid – up Equity Capital
a)	Total postal ballot forms received	34	15	Physical: 39,06,292	11.54
				E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
b)	Less: Invalid postal ballot forms (as per register)	0	0	Physical: 0	0.00
c)	Net valid postal ballot forms (as per register)	34	15	Physical: 39,06,292	11.54
				E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
*d)	Postal ballot form with assent for the resolution	27	13	Physical: 39,05,095	25.50
				E-voting: 1,14,10,519	74.50
				Total: 1,53,15,614	100.00
*e)	Postal ballot forms with dissent for the Resolution	2	1	Physical: 6	0.00
				E-voting: 21	0.00
				Total: 27	0.00

*% at row d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.

Note: a. 4 Shareholders holding 1,191 shares have abstained from voting in physical ballot.

b. 1 Shareholder holding 10 shares have abstained from voting in electronic ballot.

(III) Resolution in respect of alteration of Article 5 (Capital Clause) of Articles of Association					
Mode of Voting: Postal Ballot / E-voting – Special Resolution					
	Particulars	Postal ballot forms	E-Voting	No. of shares	% of total paid – up Equity Capital
a)	Total postal ballot forms received	34	15	Physical: 39,06,292	11.54
				E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
b)	Less: Invalid postal ballot forms (as per register)	0	0	Physical: 0	0.00
c)	Net valid postal ballot forms (as per register)	34	15	Physical: 39,06,292	11.54
				E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
*d)	Postal ballot form with assent for the resolution	27	15	Physical: 39,05,095	25.50
				E-voting: 1,14,10,550	74.50
				Total: 1,53,15,645	100.00
*e)	Postal ballot forms with dissent for the Resolution	2	0	Physical: 6	0.00
				E-voting: 0	0.00
				Total: 6	0.00

Note: 4 Shareholders holding 1,191 shares have abstained from voting in physical ballot.



Pradip Shah
B.Com, LL B, FCS

P. P. Shah & Co.
Company Secretaries

Punit Shah
B.Com, ACS

*% at row d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.

Accordingly the Resolution Nos. 1 to 3 as contained in the Notice dated 22nd November, 2016 are passed with requisite majority.

7. I have handed over the Postal Ballot Forms and other related papers / registers and records for preservation in safe custody to Mrs. Ruchika Shah, Company Secretary & Compliance Officer of the Company. She is authorized by the Board to supervise the postal ballot process.
8. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours Faithfully,

For P P Shah & Co.,
Practising Company Secretaries

Pradip C-Shah

Pradip Shah
Partner
Place: Mumbai
Date: 13th January, 2017

