

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 22<sup>nd</sup> 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 12th January, 2017

2. Total number of shareholders on record date (as on 9<sup>th</sup> December, 824 2016)

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

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

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

# ANNEXURE 'A'

Resolution 1: Sub-Division of Equity Shares.	Equity Shares.							
Resolution required: (Ordinary/ Special)	ry/ Special)		Ordinary Resolution	solution				
Whether promoter/ promoter group are interested in the No agenda/resolution?	group are inte	rested in the	No					
Category	Mode of	No. of	No. of votes	No. of votes % of Votes Polled No. of Votes	No. of Votes	No. of	% of Votes in	% of Votes
	Voting	shares held	polled	on outstanding - in favour	– in favour	Votes -	favour on votes	against on votes
				shares		against	polled	polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=
Promoter and Promoter	E-Voting		69,31,226	37.64	69,31,226	0	100.00	
Group	Poll	1,84,14,448	30,67,270	16.66	30,67,270	0	100.00	0000
	Total		96,98,496	54.30	96,88,496	0	100.00	0000
Public- Institutions	E-Voting		0	0	0	0	00.00	0000
	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	80.6	8,39,016	9	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	45.25 1,53,16,815	27	100.00	0.00

	Votes Polled utstanding shares 2)/(1)]*100	No. of Votes - in favour (4) (69.31.226	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes
	ss % of Votes Polled   on outstanding   shares   (3)= (2)/(1) *100	No. of Votes - in favour (4) (69.31.226		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes
	on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) (69.31.226		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes
	ss % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4) (69.31.226		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes
(2) (69,31	on outstanding shares (3)= (2)/(1)]*100	- in favour (4) (9.31.226	Votes – against (5)	favour on votes polled (6)=[(4)/(2)]*100	against on votes
(2)	(3)= (2)/(1)	(4)	against (5)	polled (6)=[(4)/(2)]*100	The state of the s
(2)	(3)=[(2)/(1)	(4)	(5)	(6)=[(4)/(2)]*100	-11-1
69,31		69.31.226	(c)	(6)=[(4)/(2)]*100	
10,70		69.31.226	<		(7)=[(5)/(2)]*100
-			0	100 00	0000
1,84,14,448 30,67,270	0 16.66	30.67.270	0	100.001	0.00
99 98 496		00 00 407		100.00	0.00
7,70,77	04.30	77,78,490	0	100.00	000
	0	0	0	000	000
(1,99,291	0	0		00.00	0.00
				0.00	0.00
		0	0	0.00	00.00
	48.50	44,79,293	21	100 00	0000
92,35,661 8,39,022		8.37.875	9	100.00	0.00
53.18.346	V	53 17 118	27	100.00	0.00
19.400 1.53.16.842		1 52 15 (14	17	100.00	0.00
0 0	6,291 (1) (1) (2) (3) (3) (4) (4) (3) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4	0 0 0 44,79,324 8,39,022 53,18,346 1,53,16,842	0 0 0 48.50 9.08 57.58 45.25 1,	0 0 48.50 44,79,29 9.08 8,37,82 57.58 53,17,113 45.25 1,53,15,61	0         0         0           0         0         0           0         0         0           48.50         44,79,293         21         10           9.08         8,37,825         6         10           57.58         53,17,118         27         10           45.25         1,53,15,614         27         10

otes Polled Netstanding – lares	Resolution 3: Alteration in Article 5 (Capital Clause) of the Articles of Association	rticle 5 (Capital C	lanse) of the A	rticles of Asso	ciation				
ther promoter' promoter group are interested in the Nalvesolution?  Category Mode of No. of No. of No. of No. of Noting shares held (1)  Oter and Promoter E-Voting Poll (1)  C- Institutions E-Voting (61,99,291)  Total (61,99,291)  Total (7)  Fell (92,35,661)  Total (3,38,49,400) 1,	Resolution required: (Ordina	ary/Special)		Special Resc	Jution				
Category   Mode of No. of No. of Noting	Whether promoter/ promote agenda/resolution?	er group are inte	erested in the	No	) TORKESTI				
Color and Promoter   E-Voting   (1)   (2)   (3)= (2)/(1) *100	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled or outstanding	No. of Votes	No. of Votes –	% of Votes in	% of Votes
c-Institutions         E-Voting         (1)         (2)         (3)= (2)/(1) *100           Poll         1,84,14,448         30,67,270         16.66         37.64           ro-Institutions         E-Voting         61,99,291         0         0         0         0           c-Non Institutions         E-Voting         92,35,661         8,39,022         9.08         48.50         20.08           Total         53,18,346         57.58         12.           Total         3,38,49,400         1,53,16,842         45.25         12.					shares		against	polled	against on votes
Poll         1,84,14,448         69,31,226         37.64           Poll         1,84,14,448         30,67,270         16.66           C-Institutions         E-Voting         61,99,291         0         0           Poll         61,99,291         0         0         0           C-Non Institutions         E-Voting         92,35,661         8,39,022         9.08         75.58           Poll         92,35,661         8,39,022         9.08         75.58         12           Total         3,38,49,400         1,53,16,842         45.25         12	5		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(6)=[(4)/(2)]*100 $(7)=[(5)/(2)]*100$
Poll         1,84,14,448         30,67,270         16.66           C-Institutions         E-Voting         61,99,291         0         0         0           Poll         Foll         92,35,661         8,39,022         9.08         48.50         7.58           Poll         92,35,661         8,39,022         9.08         7.58         7.58           Poll         3,38,49,400         1,53,16,842         45.25         1.5	Fromoter and Promoter	E-Voting		69,31,226	37.64	69,31,226	0	100.00	000
C-Institutions         Total         99,98,496         54.30           C-Institutions         E-Voting         61,99,291         0         0           C-Non Institutions         E-Voting         92,35,661         8,39,022         9.08           Poll         92,35,661         8,39,022         9.08           Total         53,18,346         57.58           3,38,49,400         1,53,16,842         45.25         1,5	Group	Poll	1,84,14,448	30,67,270	16.66	30,67,270	0	100 00	00.0
C- Institutions         E-Voting         61,99,291         0 <th< th=""><th></th><th>Total</th><td></td><td>99,98,496</td><td>54.30</td><td>96,98,496</td><td>0</td><td>100.00</td><td>0.00</td></th<>		Total		99,98,496	54.30	96,98,496	0	100.00	0.00
Poll         61,99,291         0         0           Total         44,79,324         48.50           Poll         92,35,661         8,39,022         9.08           Total         3,38,49,400         1,53,16,842         45.25         1,	Public- Institutions	E-Voting		0	0	0	0	0.00	0.00
C- Non Institutions         E-Voting         92,35,661         8,39,022         9.08           Total         3,38,49,400         1,53,16,842         45.25         1,53,16,842		Poll	61,99,291	0	0	0	0	0.00	0.00
C- Non Institutions         E-Voting         44,79,324         48.50           Poll         92,35,661         8,39,022         9.08           Total         53,18,346         57.58           3,38,49,400         1,53,16,842         45.25         1,		Total		0	0	0	0	0.00	0.00
Poll         92,35,661         8,39,022         9.08           Total         53,18,346         57.58         5           3,38,49,400         1,53,16,842         45.25         1,5	<b>Fublic- Non Institutions</b>	E-Voting		44,79,324	48.50	44,79,324	0	100.00	000
Total         53,18,346         57.58           3,38,49,400         1,53,16,842         45.25         1.		Poll	92,35,661	8,39,022	80.6	8,37,825	9	100.00	0.00
3,38,49,400 1,53,16,842		Total		53,18,346	57.58	53,17,149	9	100.00	0.00
	I otal		3,38,49,400	1,53,16,842	45.25	1,53,15,645	9	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

RÚCHIKA SHAH COMPANY SECRETARY

#### P. P. Shah & Co.

Punit Shah B.Com, ACS

# Company Secretaries REPORT OF SCRUTINIZER

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

#### Dear Sir,

- The Board of Directors had passed board resolution on 22<sup>nd</sup> 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.
- 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 22<sup>nd</sup> November, 2016.
- The Board of Directors at its meeting held on 22<sup>nd</sup> November, 2016 had appointed M/s. P. P. Shah & Co., Practicing 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 13<sup>th</sup> December, 2016 to all the Shareholders, whose names appear on the Register of Members on 09<sup>th</sup> 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 12<sup>th</sup> 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 12<sup>th</sup> 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 12<sup>th</sup> January, 2017 at 05.15 p.m. in my presence and scrutinized. The electronic votes were unblocked on 12<sup>th</sup> 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 09<sup>th</sup> December, 2016.
- 5.5 All Postal Ballot Forms and E-Voting module received up to the close of working hours on 12<sup>th</sup> 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.

Company Secretaries

- 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 Resolu	tion
	Mode of Vo	oting: Pos	tal Ballot	/ E-voting	
	Particulars	Postal ballot forms	E- Voting	No. of shares	% of total paid – up Equity Capital
a)	Total postal ballot forms	34	15	Physical: 39,06,292	11.54
	received			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	34	15	Physical: 39,06,292	11.54
	per register)		1	E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
*d)	Postal ballot form with assent	31	14	Physical: 39,06,286	25.50
	for the resolution .			E-voting: 1,14,10,529	74.50
			and the	Total: 1,53,16,815	100.00
*e)	Postal ballot forms with dissent	2	1	Physical: 6	0.00
	for the Resolution		7	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.



## P. P. Shah & Co.

Company Secretaries

Punit Shah B.Com, ACS

	Mode of Vo	ting: Post	al Ballot	E-voting	
Neg	Particulars	Postal ballot forms	E- Voting	No. of shares	% of total paid – up Equity Capital
a)	Total postal ballot forms	34	15	Physical: 39,06,29	11.54
	received			E-voting: 1,14,10,550	33.71
	<b>上上上自己的</b>			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	34	15	Physical: 39,06,293	11.54
	per register)			E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
*d)	Postal ballot form with assent	27	13	Physical: 39,05,09	25.50
110	for the resolution			E-voting: 1,14,10,519	74.50
Lai				Total: 1,53,15,614	100.00
*e)	Postal ballot forms with dissent	2	1	Physical: 6	0.00
	for the Resolution			E-voting: 21	0.00
				Total: 27	0.00

<sup>\*%</sup> 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.

	Mode of Voting: Posta	l 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	34	15	Physical: 39,06,292	11.54
	received			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	34	15	Physical: 39,06,292	11.54
	per register)			E-voting: 1,14,10,550	33.71
				Total: 1,53,16,842	45.25
*d)	Postal ballot form with assent	27	15	Physical: 39,05,095	25.50
	for the resolution			E-voting: 1,14,10,550	74.50
		S. Capable		Total: 1,53,15,645	100.00
*e)	Postal ballot forms with dissent	2	0	Physical: 6	0.00
	for the Resolution			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 22<sup>nd</sup> 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

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Pradip Shah Partner

Place: Mumbai

Date: 13th January, 2017