



*Ushdev International Ltd.*

Date: 31<sup>st</sup> August, 2017

**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-third Annual General Meeting of the Company held on Monday, 28<sup>th</sup> August, 2017 at 3.00 p.m. at Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, 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. <b>Date of AGM</b>  | 28 <sup>th</sup> August, 2017 |
| 2. <b>Total number of shareholders on record date (as on 21<sup>st</sup> August, 2017)</b> | 1347 Shareholders             |
| 3. <b>No. of shareholders present in the meeting either in person or through proxy</b>     |                               |
| Promoters and Promoter Group   | 2                             |
| Public   | 28                            |
| 4. <b>No. of Shareholders attended the meeting through Video Conferencing</b>              |                               |
| Promoters and Promoter Group   | N.A.                          |
| Public   | N.A.                          |



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



*Cont.*

*Ushdev International Ltd.*

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**



**ANNEXURE 'A'**

**Resolution 1 (a):** Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 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	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	18,41,44,480	183,444,480	99.62	183,444,480	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	<b>Total</b>		183,444,480	99.62	183,444,480	0	100.00	0.00
Public- Institutions	E-Voting	6,19,92,910	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	9,23,56,610	44,792,784	48.50	44,792,784	0	100.00	0.00
	Poll		440	0.00	440	0	100.00	0.00
	<b>Total</b>		44,793,224	48.50	44,793,224	0	100.00	0.00
<b>Total</b>		<b>33,84,94,000</b>	<b>228,237,704</b>	<b>67.43</b>	<b>228,237,704</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Res 

**Resolution 1 (b):** Approving and adopting the Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, 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		183,444,480	99.62	183,444,480	0	100.00	0.00
	Poll	18,41,44,480	0	0	0	0	0.00	0.00
	<b>Total</b>		183,444,480	99.62	183,444,480	0	100.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	6,19,92,910	0	0.00	0	0	0.00	0.00
	<b>Total</b>		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		44,792,784	48.50	44,792,784	0	100.00	0.00
	Poll	9,23,56,610	440	0.00	440	0	100.00	0.00
	<b>Total</b>		44,793,224	48.50	44,793,224	0	100.00	0.00
<b>Total</b>		<b>33,84,94,000</b>	<b>228,237,704</b>	<b>67.43</b>	<b>228,237,704</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 2:** Appointing Mrs. Suman Gupta, as a Director of the Company who retires by rotation and being eligible had offered herself for re-appointment.  
Mrs. Suman 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	184,144,480	183,444,480	99.62	183,444,480	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		183,444,480	99.62	183,444,480	0	100.00	0.00
Public- Institutions	E-Voting	61,992,910	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	92,356,610	44,792,784	48.50	44,792,784	0	100.00	0.00
	Poll		440	0.00	440	0	100.00	0.00
	Total		44,793,224	48.50	44,793,224	0	100.00	0.00
<b>Total</b>		<b>338,494,000</b>	<b>228,237,704</b>	<b>67.43</b>	<b>228,237,704</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

*Res*



**Resolution 3:** Appointment of M/s. Khandelwal Jain & Co., Chartered Accountant as Statutory Auditors for the financial year 2017-18 and to fix their remuneration.

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	184,144,480	183,444,480	99.62	183,444,480	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		183,444,480	99.62	183,444,480	0	100.00	0.00
Public- Institutions	E-Voting	61,992,910	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	92,356,610	44,792,784	48.50	44,792,784	0	100.00	0.00
	Poll		440	0.00	440	0	100.00	0.00
	Total		44,793,224	48.50	44,793,224	0	100.00	0.00
<b>Total</b>		<b>338,494,000</b>	<b>228,237,704</b>	<b>67.43</b>	<b>228,237,704</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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,  
23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Ushdev International Limited,  
Held on Monday, 28<sup>th</sup> August, 2017 at 3.00 p.m. at  
Basement No. 8, Apeejay House,  
130, Mumbai Samachar Marg, Fort,  
Mumbai – 400 023

Dear Madam,

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 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Ushdev International Limited held on Monday, 28<sup>th</sup> August, 2017 at 3.00 p.m. at Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, 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 Friday, 25<sup>th</sup> August, 2017 to Sunday, 27<sup>th</sup> August, 2017 at 5.00 p.m.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 04<sup>th</sup> August, 2017 (Cut-off Date: 21<sup>st</sup> August, 2017) who were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 23<sup>rd</sup> Annual General Meeting of "Ushdev International Limited" [Item No. 1 (One) to 3 (Three) of the Notice of the 23<sup>rd</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 28<sup>th</sup> August, 2017 (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. Nishita Visaria 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**

<b>Ordinary Resolution No. 1 (a) – Approving and adopting the Audited Standalone Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and the Auditors' thereon:</b>									
	<b>Assent</b>	<b>%</b>	<b>Dissent</b>	<b>%</b>	<b>Total</b>	<b>%</b>	<b>Invalid</b>	<b>%</b>	<b>Total Votes Cast</b>
Total No. of Shares on voting	22,82,37,704	100.00	0	0.00	22,82,37,704	100.00	0	0.00	22,82,37,704
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28

**b. RESOLUTION NO. 2**

<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, 2017, and the Report of the Auditors' thereon:</b>									
	<b>Assent</b>	<b>%</b>	<b>Dissent</b>	<b>%</b>	<b>Total</b>	<b>%</b>	<b>Invalid</b>	<b>%</b>	<b>Total Votes Cast</b>
Total No. of Shares on voting	22,82,37,704	100.00	0	0.00	22,82,37,704	100.00	0	0.00	22,82,37,704
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28





**c. RESOLUTION NO. 3**

<b>Ordinary Resolution No. 2 – Appointing Ms. Suman Gupta, as a Director of the Company who retires by rotation and being eligible had offered herself for re-appointment.</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22,82,37,704	100.00	0	0.00	22,82,37,704	100.00	0	0.00	22,82,37,704
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28

**d. RESOLUTION NO. 4**

<b>Ordinary Resolution No. 3 – Appointment of M/s. Khandelwal Jain &amp; Co., Chartered Accountant as Statutory Auditors for the financial year 2017-18 and to fix their remuneration:</b>									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22,82,37,704	100.00	0	0.00	22,82,37,704	100.00	0	0.00	22,82,37,704
Total No. of Ballots	28	100.00	0	0.00	28	100.00	0	0.00	28

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: 29<sup>th</sup> August, 2017



Annexure – 1

Consolidated Result of Voting (by E-voting and Poll) for Resolution Nos. 1 to 3 of the Notice of the 23<sup>rd</sup> Annual General Meeting of “Ushdev International Limited” held on Monday, 28<sup>th</sup> August, 2017 at 3.00 p.m.

Resol ution 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(a)	228237264	440	228237704	228237264	440	228237704	100.00	0	0	0	0.00
1(b)	228237264	440	228237704	228237264	440	228237704	100.00	0	0	0	0.00
2	228237264	440	228237704	228237264	440	228237704	100.00	0	0	0	0.00
3	228237264	440	228237704	228237264	440	228237704	100.00	0	0	0	0.00

