

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,
Mr. Arvind Prasad, Chairman & Managing Director,
21st Annual General Meeting of the Equity Shareholders of Ushdev International Limited,
Held on Saturday, September 19, 2015 at 3.30 P.M. at
6th Floor, Babasaheb Dahanukar Hall,
Maharashtra Chamber of Commerce, Industry & Agriculture,
Oricon House, 12 K Dubhash Marg,
Fort, Mumbai - 400001.

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 21st Annual General Meeting of the equity shareholders of Ushdev International Limited held on Saturday, September 19, 2015 at 3.30 p.m. at 6th Floor, Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 12 K Dubhash Marg, Fort, Mumbai - 400001, 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 clause 35B of the Listing Agreement, the provisions of Companies Act, 2013 and rule 20 of 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 Tuesday, September 15, 2015 to Friday, September 18, 2015 at 5.00 P.M.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on August 21, 2015 (Cutoff date: 12th September, 2015) who were entitled to vote on the proposed 10 (ten) resolutions as mentioned in the Notice of the 21st Annual General Meeting of "Ushdev International Limited" (Item No. 1 (One) to 10 (Ten) of the Notice of the 21st Annual General Meeting of Ushdev International Limited).
3. After the time fixed for closing of the poll by Mr. Arvind Prasad, Chairman, 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 September 19, 2015 (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 – Adoption of Audited Annual Financial Statements for the year ended 31 st March, 2015:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare Dividend on equity shares:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Re-appointment of Mrs. Suman Vijay Gupta (DIN 00166031), who retires by rotation and being eligible, offers herself for re-appointment:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Re-Appointment M/s. M P Chitale & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

SPECIAL BUSINESS:

e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – To consider appointment of Mr. Anil Kumar Bansal as Independent Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

f. RESOLUTION NO. 6

Ordinary Resolution No. 6 – To consider appointment of Mr. Ramesh Chandak as Independent Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

g. RESOLUTION NO. 7

Special Resolution No. 7 – To consider re-appointment of Mr. Arvind Prasad as Managing Director & Chief Executive Officer (CEO):									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

h. RESOLUTION NO. 8

Special Resolution No. 8 – To consider re-appointment of Mr. Ashwin Rathi as Managing Director & Chief Financial Officer (CFO):									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

i. RESOLUTION NO. 9

Ordinary Resolution No. 9 – To approve the appointment and remuneration of the Cost Auditor:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

j. RESOLUTION NO. 10

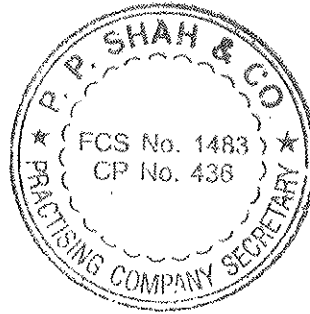
Special Resolution No. 10 – To consider adoption of Articles as per the Companies Act, 2013:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	22839076	100	0	0	22839076	100	0	0	22839076
Total No. of Ballots	19	100	0	0	19	100	0	0	19

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 Mr. Harish Anchan, 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: September 21, 2015



Annexure – 1

Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 10 of the notice of the 21st Annual General Meeting of "Ushdev International Limited" held on Saturday, September 19, 2015 at 3.30 P.M.

Res oln 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	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
2	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
3	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
4	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
5	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
6	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
7	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
8	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
9	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0
10	15906723	6932353	22839076	15906723	6932353	22839076	100	0	0	0	0