

USHDEV INTERNATIONAL LIMITED

CIN: L40102MH1994PLC078468

Registered Office: New Harileela House, 6th Floor, Mint Road, Mumbai - 400 001;

Email Id: info@ushdev.com; Website: www.ushdev.com;

Tel No.: 022 6194 8888 / 6636 8888; Fax No.: 022 2282 1416 / 1098

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered Address of the Sole / First
named Shareholder :

2. Name(s) of Joint holder(s), if any (in block letters) :

3. Registered Folio No./DP ID No./ Client ID No.* :
(*Applicable to members holding Shares in
dematerialized form)

4. Number of Shares held :

I/ We hereby exercise my / our vote in respect of the Resolutions to be passed through Postal Ballot for the Business stated in the Notice of Postal Ballot dated November 22, 2016 of the Company by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sr. No.	Resolution	No. of shares held by me	I assent to the Resolution (FOR)	I dissent from the resolution (AGAINST)
1.	Sub -division of equity shares			
2.	Alteration of the Capital Clause (V) of the Memorandum of Association			
3.	Alteration in Article 5 of the Articles of Association			

Place _____

Date _____

(Signature of the shareholder)

E-Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	*Default PAN

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: Kindly read the instructions given overleaf before exercising your vote.

INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM

1. Fill up and sign this Postal Ballot Form ('Form') completely and correctly. Incomplete, unsigned, incorrectly filled or any other symbols mentioned in the Form will render the Form invalid.
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. Put the duly completed and signed Form in the attached, self-addressed postage prepaid Business Reply envelope and send it to the Scrutinizer, M/s. P. P. Shah & Co., Practicing Company Secretaries at 218, Veena Chambers, 21 Dala Street, Fort, Mumbai - 400 001, so as to reach him before 5.00 p.m. on January 12, 2017. Any Form received from any Members beyond 5.00 p.m. on January 12, 2017 will not be valid and the voting shall be treated as invalid. Postage will be borne and paid by the Company on the above said business reply envelope. Envelopes containing Form, if deposited in person or sent by courier at the expense of the member(s) will also be accepted.
4. The Form should be completed and signed by the sole/first named Member. In the absence of first named member, in case of joint holding, the Form may be completed and signed by the next named Member. The signature of the Member on this Form should match with the specimen signature registered with the Company/RTA or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, to the Company, in respect of shares held in physical form or dematerialized form respectively.
5. In case of shares held by Companies, Trusts, HUF, Societies, Foreign Institutional Investors, the duly completed Form should be accompanied by a certified true copy of the Board Resolution/Authority together with attested specimen signature of the duly authorized signatory(ies). Form signed by the holder of power of attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the self-addressed postage prepaid Business reply envelope, as all such envelope will reach the Scrutinizer directly and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. The Company is also offering e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice dated November 22, 2016.
8. There will be only one Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
9. Voting rights of the Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on the specified date, being December 09, 2016.
10. Members can opt only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final.