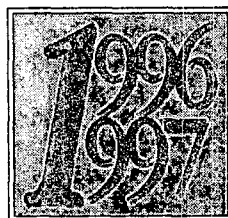
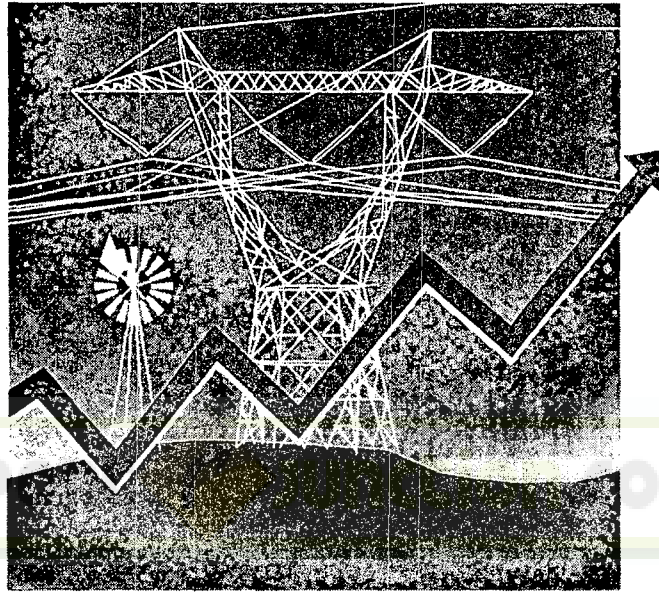


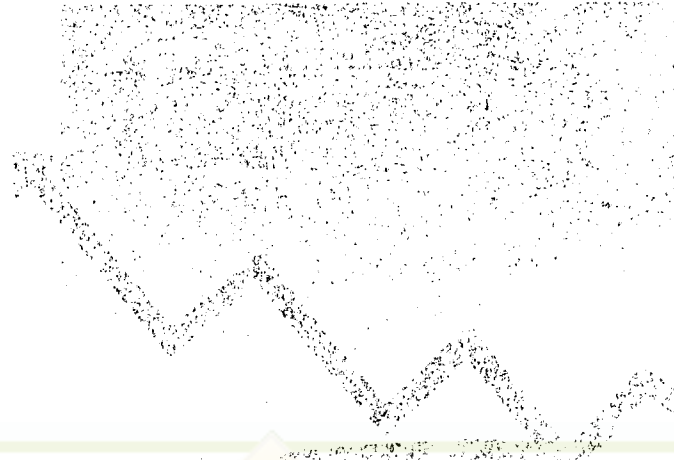
USHDEV INTERNATIONAL LIMITED

MD	✓		BKC	✓
CS	✓		DPY	✓
RO	✓		DIV	✓
TRA	WA		AC	✓
AGM	✓	✓	mi	✓
YE	✓	✓		✓

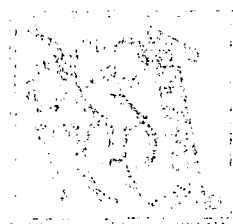


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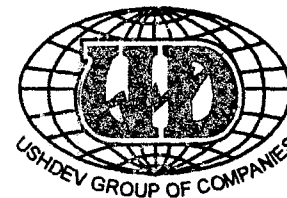
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USHDEV INTERNATIONAL LIMITED**BOARD OF DIRECTORS****CHAIRMAN & MANAGING DIRECTOR****VIJAY GUPTA****DIRECTORS****SUMAN GUPTA
RAJINDER MIGLANI
RAMAN TIKKA
VISHWANG DESAI
TYABJI ANIK
ANIL HARISH
MAHENDRA KAMPANI****COMPANY SECRETARY****RASHMI DESHPANDE****BANKERS****BANK OF AMERICA****AUDITORS****HARIBHAKTI & CO.,**
Chartered Accountants
42, Free Press House,
215, Nariman Point,
Mumbai - 400 021.**INTERNAL AUDITORS****R. A. RUVALA & CO.,**
Chartered Accountants
Shanti Niketan,
2nd Floor, 21 Vachha
Gandhi Road, Gamdevi,
Mumbai - 400 007.**SOLICITORS****DESAI & DIWANJI**
Lentin Chambers,
Dalal Street, Fort,
Mumbai - 400 021.**REGISTERED OFFICE : NEW HARILEELA HOUSE, 6TH FLOOR, MINT ROAD,
FORT, MUMBAI - 400 001.****T h i r d A n n u a l R e p o r t 1 9 9 6 - 9 7****CERTIFIED TRUE COPY****For Ushdev International Ltd.***Gupta*Director
www.reportjunction.com



USHDEV INTERNATIONAL LIMITED

NOTICE

Notice is hereby given that the Third Annual General Meeting of the Shareholders of USHDEV INTERNATIONAL LIMITED will be held on Friday, 5th September, 1997 at 11.30 A.M. at New Harileela House, 4th Floor, Mint Road, Fort, Mumbai - 400 001, to transact the following business :

ORDINARY BUSINESS

- 1) To receive, consider, and adopt the Audited Balance Sheet as on 31st March, 1997 and the Profit and Loss Account for the year ended 31st March 1997 and the Report of the Directors and the Auditors thereon.
- 2) To Declare a Dividend.
- 3) To appoint a Director in place of Mr. Anil Harish who retires by rotation and, being eligible offers himself for re-appointment.
- 4) To appoint a Director in place of Mr. Vishwang Desai who retires by rotation and, being eligible offers himself for re-appointment.
- 5) To appoint Auditors in place of retiring Auditors M/s. Haribhakti & Co., and to hold Office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

- 6) To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION** :
To appoint a Director in place of Mr. Mahendra Kampani, who was appointed as an Additional Director under Article 135 of Articles of Association of the Company and who by virtue of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting, but being eligible, offers himself for re-appointment and in respect of whom the Company has received Notice in writing under Section 257 of the Companies Act, 1956 from certain members proposing his candidature for the office of Director.



USHDEV INTERNATIONAL LIMITED

- 7) To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in supersession of the earlier resolution passed at the Extra Ordinary General Meeting held on 8th July, 1996 and subject to the Provisions of the relevant Laws as applicable from time to time and subject to such consents, permissions and sanctions, the consent of the Company be and is hereby accorded for Foreign Institutional Investors (FIIs), Overseas Corporate Bodies (OCBs) and Non-Resident Indians (NRIs) to acquire Shares / Debentures / Preference Shares of the Company through Stock Exchanges in India under Portfolio Investment Scheme, Private Placement or otherwise subject to the following conditions:

- i) The total purchase of all FIIs / OCBs/ NRIs on repatriation and non-repatriation basis will be within the overall ceiling limit of :
 - a) 30% of the paid up Equity Share Capital of the Company.
 - b) 30% of the paid up value of each series of Debentures/ Preference Shares of the Company or;
 - c) upto such other limit as may be permitted by law and approved by the Board of Directors of the Company.
- ii) Investments made by an Individual FII/ OCB/ NRI in the Equity Shares/ Preference Shares/ Debentures of the Company upto such limits as may be prescribed by law and approved by the Board of Directors of the Company ;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such documents or writings as maybe necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

- 8) To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the earlier SPECIAL RESOLUTION passed by the members at an Extraordinary General Meeting held on 8th July, 1996 and subject to the provisions of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors to borrow money from time to time, where money to be borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) the total amount to be borrowed by the Company shall not exceed the sum of Rs. 150 Crores over and above the aggregate of its paid up capital and free reserves of the company at any time and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such money to be borrowed time to time as to interest, repayment, security or otherwise as they may think fit."



USHDEV INTERNATIONAL LIMITED

- 9) To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT the consent of the Company be and is hereby given under the provisions of Section 293(1) (a) and other applicable provisions, if any, of the Companies Act, 1956, Board of Directors of the Company be and is hereby authorised to mortgage and/ or charge or hypothecate on such terms and conditions and at such time or times and in such form and manner as it may think fit, the whole or substantially whole of any one or more of the undertakings of the Company including present and/ or future properties whether movable or immovable comprised in any existing or new undertakings of the Company as the case may be for the purposes of securing financial assistance not exceeding Rs. 100 Crores by way of term loans/ assets credit scheme/ equipment credit scheme/ leasing or credit facilities from the Financial Institution and or Bankers of the Company together with interest thereon, commitment charges, liquidated damages, cost, charges, expenses or other money payable by the Company to the respective Financial Institution and/ or Bankers in terms of their agreement/ letter of sanction or memorandum of the terms & conditions entered or to be entered into by the Company in respect of the financial assistance such a security to rank pari passu with or second or subservient to the mortgages and/ or charges or hypothecation already created or to be created in future by the Company or in such other manner as may be agreed to between the concerned parties and as may deem fit by the Board of Directors."

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such things, acts and deeds as may be necessary for giving effect to the above resolution."

- 10) To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION :**

"RESOLVED THAT in partial modification of resolution passed by the Members at the Extraordinary General Meeting held on 29th August, 1994 and subject to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions if any of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force) the consent of the Company be and is hereby given for the variations in the terms and conditions of the appointment and payment of remuneration to Mr. Vijay Gupta, as Managing Director of the Company for a period of five years with effect from 1st July, 1997 upon and subject to the terms and conditions including the remuneration as detailed in an agreement to be entered into between the Company and Mr. Vijay Gupta a draft whereof which is initialled by the Chairman for the purpose of identification is placed before this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government or as may be agreed to between the Board of Directors and Mr. Vijay Gupta.



USHDEV INTERNATIONAL LIMITED

RESOLVED FURTHER THAT wherein any financial year on or after 1st April, 1997, the Company has no profits or its profits are inadequate, the Company may pay Mr. Vijay Gupta a minimum remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limit prescribed under Schedule XIII and in addition thereto the perquisites as specified under Section II of the Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT, in the event of statutory amendment or modification or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorised to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., within such prescribed limit or ceiling without any further reference to the Company in General Meeting.

AND RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution."

Registered Office:
New Harileela House,
6th Floor, Mint Road, Fort,
Mumbai - 400 001
Date : 23rd June, 1997

By order of the Board
For USHDEV INTERNATIONAL LIMITED.

Sd /-
Vijay Gupta
Chairman & Managing Director

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement, pursuant to Section 173 of the Companies Act, 1956 for Item No. 6 to 10 is annexed and forms part of this Notice.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 21st August, 1997 to 5th September, 1997 both the days inclusive.
5. The dividend recommended by the Board, if sanctioned at the Meeting, shall be paid to those members who are eligible and whose names appear on the Register of Members of the Company as on 5th September, 1997 and will be payable on and from 10th September, 1997.



USHDEV INTERNATIONAL LIMITED

Section 293(1) (d) of the Companies Act, 1956, provides that whenever the Board of Directors intend to borrow an amount exceeding its Paid up Capital and Free Reserves, the same shall be previously approved by a resolution passed at the General Meeting of the Shareholder of the Company. Hence it is necessary for the members to pass the resolution under Section 293 (1)(d) of the Companies Act, 1956, for enhancing the borrowing powers of the Board.

None of the Directors is concerned or interested in the resolution.

ITEM NO. 9

The Company has undertaken major expansions through installing a Wind Farm Project in the Village Naranapuram, Dist. Periyar, in the State of Tamilnadu and one more Power Project is to be set up in the village Thoseghar, near Satara, in the state of Maharashtra. For this purpose Financial resources have been raised/ required to be raised through term loans from various Financial Institutions. As security for the Loans from Financial Institutions the Company shall have to create the charge on movable or immovable assets of the company. It is proposed to authorise the Board to create such charge/ mortgage on the Fixed assets of the Company of Rs. 100 Crores over and above Paid up Capital and Free Reserves of the Company.

Section 293(1)(a) of the Companies Act, 1956, provides inter alia, that the Board of Directors of a Public Company shall not, without the consent of the Company in General Meeting sell, lease, or otherwise, dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertaking. Since mortgage by the Company of its movable and immovable properties may be regarded as disposal of the Companies Properties/ Undertakings, it is necessary for the members to pass a resolution under section 293(1)(a) of the Companies Act, 1956, for creation of mortgage/ charge.

None of the Directors of the Company are concerned or interested in this resolution.

ITEM NO. 10

The Company at its Extraordinary General Meeting held on 29th August, 1994 had approved the appointment and remuneration of Shri Vijay D. Gupta, as a Managing Director of the Company with effect from 1st September, 1994 for a period of 5 years on a monthly remuneration of Rs. 10,000/- and an amount equal to Annual Salary or Rs. 4,80,000/- whichever is less. Under his dynamic leadership and guidance the Company has progressed manifolds. Also the Company has successfully diversified into Wind Mill Project. Your Directors at the Board Meeting held on 23rd June, 1997, thought it fit to increase the remuneration of Mr. Vijay Gupta to Rs. 25,000/- and executing new Agreement containing various terms and conditions, as Managing Director of the Company for a period of 5 years with effect from 1st July, 1997, subject to approval of the Members in General Meeting.



U S H D E V I N T E R N A T I O N A L L I M I T E D

The terms and conditions, remuneration and the details of Perquisites are given below and the Particulars of terms and conditions as laid down under Schedule XIII of the Companies Act, 1956, are as under :

Remuneration :

The Managing Director shall be entitled to the following emoluments, benefits and perquisites :

A) Salary :

Vijay Gupta will be paid a salary of Rs. 25,000/- per month.

B) Perquisites :

- a) Perquisites (including allowances) in such form and to such extent as may be decided by the Board of Directors, subject to ceiling of Rs. 3,00,000/- per annum.
- b) The Managing Director shall also be eligible to the following perquisites which shall **Not** be included in the computation of the salary and perquisites specified as above.
 - i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income - tax Act, 1961.
 - ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - iii) Encashment of leave at the end of the tenure.

C) COMMISSION

The Managing Director shall also be eligible to commission at the sole discretion of the Board of Directors and shall be subject to over all ceiling prescribed under Schedule XIII, Section 198, 309 of the Company's Act, 1956.

- D) The limits prescribed under the head salary, perquisites and commission are interchangeable subject to over all ceiling prescribed under Schedule XIII, Section 198, 309 of the Companies Act, 1956.



USHDEV INTERNATIONAL LIMITED

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting herewith the Third Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 1997.

1. FINANCIAL RESULTS

(RS. IN Million)

	YEAR ENDED 31.03.1997	YEAR ENDED 31.03.1996
Gross Revenue	71.321	56.588
Gross Profit (before interest, depreciation, tax and writing off of preliminary expenses).	62.124	44.521
Interest	0.825	0.929
Depreciation	6.872	3.904
Provision for taxation	7.100	-----
Preliminary expenses and share issue expenses written off	0.212	0.167
Net Profit	40.015	39.521
Transfer to General reserve	5.500	4.000
Dividend		
Interim Dividend (Already Paid)		4.009
Dividend Payable	10.062	—
Add: Corporate Tax	1.006	
Proposed Dividend (Gross)	11.068	4.009
Balance in Profit & Loss account	54.588	31.141

The Company has arranged to import products for various clients on Agency basis valued at about Rs. 736.6 millions and has earned a foreign exchange commission income of Rs. 24.592 millions. Our Company has imported goods valued at Rs. 6.938 millions. The total commission income earned by the company is Rs. 54.441 millions including Local Commission and Brokerage of Rs. 29.848 millions.

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