

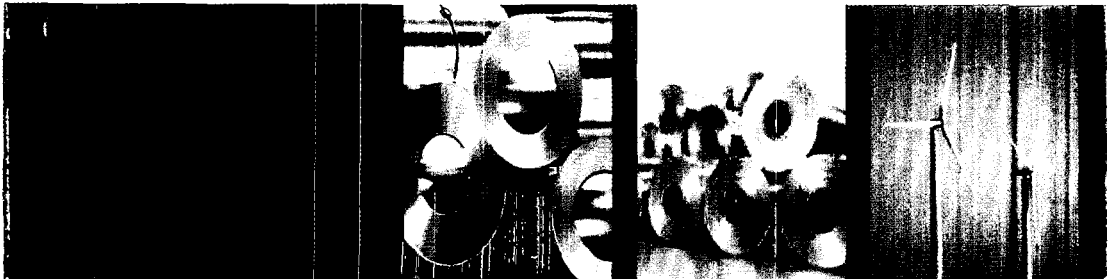


Ushdev International Limited

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14th

Annual Report 2007 - 08



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DISCLAIMER

In the Annual Report we have disclosed forward looking information to enable investors to comprehend our prospects leading to informed investment decisions. This report and other statements - written or oral - that we periodically make contain forward looking statement that set out anticipated results based on our management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward - looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward - looking statement, whether as a result of new information, future events or otherwise.



Ushdev International Limited

Board of directors

Mr. Vijay Gupta
(Chairman & Managing Director)
Mr. Vinay Kumar
Mrs. Suman Gupta
Mr. Suresh Lakhiani
Dr. Narayan Hegde
Mr. Prateek Gupta

Bankers

Axis Bank Ltd
Barclays Bank
Dombivili Nagari Sahakari Bank Ltd
Hongkong and Shanghai Banking Corporation Ltd
ICICI Bank
Kapol Co-operative Bank Ltd
Oriental Bank of Commerce
State Bank of India
Shamrao Vithal Co-operative Bank Ltd
Union Bank of India

Auditors

M. P. Chitale & Co.,
Chartered Accountants,
Hamam House,
Ambalal Doshi Marg,
Fort, Mumbai 400 001.

Share Registrars

Sharex Dynamic (India) Pvt. Ltd.
17/B, Dena Bank Building,
2nd Floor, Horniman circle, Fort,
Mumbai 400001.
Tel: 2270 2485, 2264 1376
Fax: 2264 1349
Email: Sharexindia@vsnl.com.

Registered Office

New Harileela House, 6th Floor,
Mint Road, Fort, Mumbai 400001.
Tel: 2267 2450 / 60, 6636 8888
Email: ushdev@vsnl.com
Website: www.ushdev.com

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Shareholders of USHDEV INTERNATIONAL LIMITED will be held on Tuesday, 2nd September, 2008 at New Harileela House, 6th floor, Mint Road, Mumbai – 400 001, at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and Audited Profit and Loss Account for the year ended 31st March, 2008 and the Report of the Directors and the Auditors thereon.
2. To Declare Dividend
3. To appoint a Director in place of Mr. Suresh Lakhiani who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if, thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED THAT Shri. Prateek Gupta, who was appointed as an Additional Director under 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 a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation”.

Registered Office.
New Harileela House,
6th Floor, Mint Road,
Fort, Mumbai – 400 001.
Date : 21st April, 2008

By order of the Board of Directors
For USHDEV INTERNATIONAL LIMITED

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. Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No. 5 is annexed.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 26th August, 2008 to Tuesday, 2nd September 2008 both the days inclusive.
5. Pursuant to provisions of Section 205A and Section 205C of the Companies Act, 1956, dividend for the financial year March 31, 1999 and dividend declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund pursuant to Section 205C of the Companies Act, 1956.

Financial Year	Date of Declaration of Dividend	Last date of claiming Unpaid Dividend
Final Dividend for the year 2004 - 2005	30th September, 2005	4th November, 2012
Final Dividend for the year 2005 - 2006	30th December, 2006	3rd February, 2014
Final Dividend for the year 2006 - 2007	25th September, 2007	30th October, 2014

6. The members are requested to:-
 - a. Intimate changes, if any, in their Registered address to the Registrar & Share Transfer Agents of the Company M/s. Sharex Dynamic (India) Private Limited having their office situated at 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai – 400 001.
 - b. Quote ledger folio numbers in all their correspondence.

- c. Get the multiple folios consolidated and also get the shares transferred in joint names if they are held in single name to avoid inconvenience in future.
- d. Bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
- e. Write at least 10 days prior to the date of Meeting, any information which they desire on the accounts, to enable the management to keep the information ready.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE
COMPANIES ACT, 1956

EXPLANATORY STATEMENT UNDER SECTION 173 (2) OF THE
COMPANIES ACT, 1956,

ITEM NO. 5

Shri. Prateek Gupta was appointed as an Additional Director under the Articles of Association of the Company on 18th February, 2008, pursuant to Section 260 of the Companies Act, 1956. As per the term of appointment, his term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from member pursuant to Section 257. of the Companies Act, 1956 signifying his intention to appoint him as Director of the Company liable to retire by rotation.

Your Directors recommends his appointment in the best interests of the Company.

None of the Directors except Shri. Prateek Gupta of the Company are in any way concerned or interested in this Resolution.

Details of Shri Prateek Gupta who shall be re-appointed at this Annual General Meeting is as follows: (Pursuant to Clause 49 of Listing Agreement)

Particulars	Description
Resume of the Director	Mr. Prateek Gupta was born on 29th July, 1979. He is the son of Mr. Vijay Gupta, Chairman and Managing director of the Company. He is a B. Com. Graduate. He has been heading the trading and fund raising activity of the Company since 1997.
Nature of Expertise in specific functional areas	Mr. Prateek Gupta is an expert in the field of trading products of steel and in finance. He was the Co-Chairman of the Bombay Chamber of Commerce & Industry's Power & Energy Conservation Committee for the F.Y. 2004-05.
Other Directorships	Ushdev Securities Limited Ushdev Power Limited Ushdev Commercial Services Private Limited Moments Candles (India) Private Limited
Shareholding	4,72,152 - 4.11%

Registered Office.
New Harileela House,
6th Floor, Mint Road,
Fort, Mumbai – 400 001.
Date : 21st April, 2008

**By order of the Board of Directors
For USHDEV INTERNATIONAL LIMITED**

**Vijay Gupta
Chairman & Managing Director**

Directors' Report

To
The Members,

Your Directors present herewith the Fourteenth Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2008.

1. FINANCIAL RESULTS

(RS. IN THOUSAND)

	Year Ended 31/03/2008	Year Ended 31/03/2007
Gross Revenue	75,31,454	54,68,910
Gross Profit (before interest, depreciation, tax and writing off of preliminary expenses)	4,00,231	1,55,974
Interest	1,65,496	70,122
Depreciation	32,577	23,039
Provision for taxation	20,022	5,985
Preliminary expenses and share issue expenses written off	-	-
Net Profit / (Loss)	1,82,136	56,828
Deferred Tax Liability/(Assets)	26,007	(28,302)
Profit after Tax	1,56,129	85,130
Balance in Profit & Loss A/c c/f from last year	92,943	26,071
Amount available for appropriation	2,49,072	111,201
Appropriations		
Proposed dividend on Equity Shares	24,120	10,337
Transfer to General Reserves	15,613	6,302
Tax on Dividend	4,099	1,619
Prior period expenses	-	-
Balance carried to Balance Sheet	2,05,239	92,943

2. DIVIDEND

In view of the strong growth, your Director's have recommended stepping-up dividend to 21% from 18% last year.

3. PERFORMANCE DURING THE YEAR

i) POWER SECTOR :

The company has carried out its expansion plan in the relevant year also and has invested an amount of Rs. 8 Crores in the Gujarat state.

We give the details of the company projects as below:-

Date of installation	Location	No of WEG's	Installed Capacity	Investment
27/3/1997	Tamil Nadu	11	2.53 MW	Rs.14 Crores.
29/3/2005	Tamil Nadu	2	1.60 MW	Rs.7.80 Crores.
29/3/2006	Rajasthan	3	2.40 MW	Rs.12 Crores
29/3/2006	Karnataka	2	1.60 MW	Rs.8 Crores.
30/3/2007	Gujarat	2	1.60 MW	Rs.8 Crores.
10/7/2007	Gujarat	4	3.20 MW	Rs.16.00 Crores.
TOTAL		24	12.93 MW	Rs.65.80 Crores

ii) STEEL SECTOR:

Your Company's emphasis on core competencies has paid of multifold's. Your company has been successful in increasing it's market share in the steel sector, thus in turn has been successful in increasing it's presences in the steel sector. Thus has resulted in an increase in top line (income) growth of 261%. Your company plans to concentrate even more intensely in this sector.

4. WITHDRAWAL OF RIGHTS ISSUE

The Company at its Extra Ordinary General Meeting held on 8th November, 2007 withdrew the rights issue that was passed by the Shareholders in the Extra Ordinary General Meeting held on 18th June, 2007. Instead, the management proposed Bonus Issue of Shares which was passed by the Shareholders in the same Extra Ordinary General Meeting the details of which are given below.

5. BONUS ISSUE

5742900 Equity Shares were issued as bonus to the shareholders of the Company in the ratio of 1:1 by capitalizing the share premium to the extent of Rs.5,74,29,000/-

6. APPROVAL OF RIGHTS ISSUE

The Company at its Extra Ordinary General Meeting held on 25th March 2008, has decided to issue Right Shares to existing equity shareholders in the ratio of 1 new Equity Share of Rs. 10/- each at a premium of Rs.65/- per share alongwith 1 Detachable Warrant for every existing 2 shares of Rs.10/- each on

such date as the Board of directors may determine. The issue price ratio will be decided in due course of time in consultation with Merchant Bankers.

7. MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure and Development

The Industry is on a growth path in terms of capacities and global consumption with global demand and supply growing in tandem.

b) Opportunities and Threats

Opportunities will exist with the increase in higher value added steel consumption on a steady growth path in the country and the expectation of strengthening of the Indian economy.

As far as the power sector is concerned, the deficit between the demand and supply is so large that the Government of India requires the private sector participation and offers excellent infrastructure for completion of the same. Your Company benefits from the same and is thus able to consolidate and increase its presence in this sector due to the same.

c) Segment

Segment wise analysis or performance is also given herewith as per Accounting Standard 17.

d) Outlook

Your Company is well respected in both the Steel & Power Sectors. A detailed expansion is on an anvil specially in the Power sector to increase power generating capacity's year on the most competitive terms. Your Company is creating a significant value for its stakeholders by growing its portfolio of power generation assets through dynamic expansion and strategic aggregation opportunities. In today's "Machine Era" Energy is an essential commodity and your company's mission is to ensure ample supplies with no adverse impact on the environment as wind energy ensures a cleaner future for us all and will pay dividends in clean air for future generations. The global market for wind energy is growing rapidly due to increasing demand for energy for individual as well as industrial use and mounting environmental concern over protecting our environment and natural resources viz. air and water. The governmental support to encourage wind mill energy in granting carbon credit to the wind mill power generator units is a welcome step.