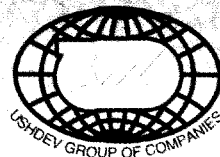


CREATING AN IMPRINT ON THE SANDS OF TIME

15th ANNUAL REPORT



USHDEV INTERNATIONAL LTD.

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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 the 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

FIFTEENTH ANNUAL REPORT 2008-2009

Board of Directors

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

Bankers

Barclays Bank PLC
ICICI Bank Ltd
IDBI Bank Ltd
Indian Overseas Bank
Oriental Bank of Commerce
State Bank of India
Union Bank of India

Auditors

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

Demat Registrars

Sharex Dynamic (India) Private Limited,
17/B, Dena Bank Building, 2nd Floor,
Horniman circle, Fort Mumbai - 400001.
Tel. No. 2270 2485, 2264 1376
Fax. No. 2264 1349
Email: Sharexindia@vsnl.com

Registered Office

New Harileela House,
6th Floor, Mint Road, Fort,
Mumbai 400001.
Tel : 2267 2450 / 60, 6636 8888
Fax : 2267 1931
Email: ushdev@vsnl.com
Website: www.ushdev.com

NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Shareholders of USHDEV INTERNATIONAL LIMITED will be held on Saturday, 5th September, 2009 at New Harileela House, 4th floor, Mint Road, Mumbai – 400 001, at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and Audited Profit and Loss Account for the year ended 31st March, 2009 and the Report of the Directors and the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Narayan Hegde who retires by rotation and being eligible offers herself for re-appointment.
4. To re-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 pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the appointment of and the remuneration and perquisites being paid or provided to Mr. Prateek Gupta as the Managing Director of the Company for a period of five years with effect from 1st May, 2009 at a remuneration of Rs. 1,00,000/- per month and commission not exceeding 5% of net profits in such a way that the total remuneration payable including salary and perquisites as per Annexure does not exceed 5% of net profits and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the Board of Directors from time to time and on the terms and conditions set out in draft Letter of Appointment a copy whereof initialed by Mr. Vinay Kamat, Director of the Company, for the purpose of identification has been placed before this Meeting, which draft Letter of Appointment is hereby specifically approved.

NOTICE

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the Letter of Appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Prateek Gupta shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter of Appointment of Mr. Prateek Gupta between the Company and Mr. Prateek Gupta shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Prateek Gupta's office as Managing Director, the remuneration and perquisites set out in the aforesaid draft Letter of Appointment be paid or granted to Mr. Prateek Gupta as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Part II Section II of Schedule XIII to the said Act based on the effective capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

Registered Office.
New Harileela House,
6th Floor, Mint Road,
Fort, Mumbai – 400 001.
Date : 27th July, 2009

By order of the Board of Directors
For USHDEV INTERNATIONAL LIMITED

sd/-
Suman Gupta
Chairperson

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. Proxy form is enclosed along with this notice.
2. The Proxy Form, 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. For the convenience of the shareholders, Attendance Slip is annexed to this notice. Shareholders/Proxy Holders are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue.
4. Explanatory Statement pursuant to the provisions of Section 173 of the Companies Act, 1956 in respect of item no. 5 of the notice is annexed.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 28th August, 2009 to Saturday, 5th September, 2009 both the days inclusive.
6. The dividend, after declaration, will be paid to those shareholders whose name stand on the Register of Members as on 5th September, 2009. The dividend in respect of shares held in electronic form will be paid to the beneficial owners of shares, whose names appear in the list furnished by the Depositories for this purpose as on 5th September, 2009.
7. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Services (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. This system shall be utilized only when the Company declares dividend.
8. As per the provisions of the Companies Act, 1956 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from Depository Participants (DPs) in respect of their holdings in electronic form and from the company's Registrar and Transfer agent or Secretarial department of the company in respect of their holding in physical form.

NOTES

9. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Secretarial department at the Registered Office of the company or to the Registrar and Transfer Agents in respect of their holding in physical form.
10. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report.
11. Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID numbers and Members holding shares in Physical Form are requested to quote their Folio Numbers for easy identification of attendance at the Meeting.
12. 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
Final Dividend for the year 2007 - 2008	2nd September, 2008	7th October, 2015

Registered Office.
New Harileela House,
6th Floor, Mint Road,
Fort, Mumbai – 400 001.
Date : 27th July, 2009

By order of the Board of Directors
For USHDEV INTERNATIONAL LIMITED

sd/-
Suman Gupta
Chairperson

ANNEXURE TO THE NOTICE

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

ITEM NO. 5

The Company had appointed Mr. Vijay Gupta as Managing Director of the Company for a period of 5 years from 1st July, 2007 till 30th June, 2012. The said re-appointment was confirmed in the Annual General Meeting held on 25th September, 2007. However, Mr. Vijay Gupta ceased to be the director of the Company on 4th February, 2009 due to sudden demise.

As per Section 269 of the Companies Act, 1956, the Company must appoint a Managing Director or a Whole Time Director or Manager. Accordingly the Board of Directors has appointed Mr. Prateek Gupta, as Managing Director of the Company for a period of 5 years w.e.f. 1st May, 2009 to 30th April, 2014. The terms and conditions of the appointment is given below:

Name of Director	Designation	Responsibility
Mr. Prateek Gupta	Managing Director	Overall management, administration, finance and sales of the Company. As stated in Articles of Association of the Company and assigned by the Board of Directors of the Company from time to time.

The Company proposes to pay following remuneration and perquisites w.e.f. 1st May, 2009

A. REMUNERATION:

Name of Director	Designation	Remuneration & Commission
Mr. Prateek Gupta	Managing Director	Salary of Rs. 1,00,000 per month. Commission of 5% of net profits subject to ceiling of total remuneration payable shall not exceed 5% of net profits including salary, commission and perquisites.

B. PERQUISITES: Non monetary ceiling perquisites

The following perquisites shall be payable to Mr. Prateek Gupta and which shall not be included in the computation of the ceiling of remuneration as per Schedule XIII of the Companies Act, 1956.

i. Provident Fund:

The Company's contribution to Provident Fund, as per the rules of the Company. Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income Tax Act, 1961.

ii. Gratuity:

Gratuity not exceeding one-half months' salary for each completed year of service.

iii. Superannuation:

Superannuation premium as applicable and to the extent it is not taxable under the provisions of the Income Tax Act, 1961.

iv. Leave Encashment:

Leave salary as per the rules of the Company and Encashment of Leave shall be at the end of the tenure.

C. INCREMENTS:

The Board of Directors shall decide the increments payable to Mr. Prateek Gupta at the end of March, every year within the overall ceiling laid down in the Schedule XIII so that the total remuneration by way of salary, perquisites and other allowances including increments shall not exceed the ceiling provided in Part II Section II of Schedule XIII to the said Act based on the effective capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

D. MINIMUM REMUNERATION

1. The above remuneration and perquisites has been fixed on the basis of inadequate profits as per the audited balance sheet as on 31st March, 2009 and has been fixed as provided in Part II Section II of Schedule XIII to the said Act based on the effective capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof and shall be considered as minimum remuneration.
2. During the tenure of their appointments, if the Company earns profits in excess of the limits prescribed under Schedule XIII or if the profits are adequate in any financial year, as per the provisions of Section 198, 309 and any other applicable provisions of the Companies Act, 1956, then the remuneration and commission, if any, of Mr. Prateek Gupta shall be paid as per the profits earned by the Company in that particular financial year

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement of concern or interest under Section 302 of the Companies Act, 1956.

As per Section 269 of the Companies Act, 1956 read with Schedule XIII, the appointment of Managing Director by the Board of Directors is required to be approved by the Shareholders of the Company. Hence, the above Resolution is recommended for approval of the Members.

None of the Directors except Mr. Prateek Gupta and Ms. Suman Gupta of the Company are in any way concerned or interested in this Resolution.

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

Details of Mr. Prateek Gupta pursuant to Clause 49 (G) of Listing Agreement

Particulars	Description
Resume of the Director	Mr. Prateek Gupta was born on 29th July, 1979. 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 and Energy Conservation Committee for the Financial Year 2004-05.
Other Directorships	Ushdev Securities Limited Ushdev Power Limited Ushdev Commercial Services Private Limited Moments Candles (India) Private Limited
Memberships/Chairmanships of Committees of Board	
Ushdev International Limited	Member – Audit Committee Member – Shareholders/Investors Grievances Committee
Shareholding	4,72,152 - 4.11%

Registered Office.
New Harileela House,
6th Floor, Mint Road,
Fort, Mumbai – 400 001.
Date : 27th July, 2009

By order of the Board of Directors
For USHDEV INTERNATIONAL LIMITED

sd/-
Suman Gupta
Chairperson