



USHER[®]
AGRO LIMITED



Regd Office : 422, Laxmi Plaza, Laxmi Ind. Estate, New Link Road, Andheri(W), Mumbai - 400053. Phone : 022-39381100 Fax : 022-39381123

30th September, 2018

To,
Bombay Stock Exchange Limited
Dept. of Corporate Services
Floor 25, P.J. Towers
Dalal Street,
Mumbai 400001
Script Code: 532765

National Stock Exchange of India Ltd.
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051
Script Code: USHERAGRO

Dear Sir / Madam

Sub: **Disclosure of Voting Results of AGM under Regulation 44(3) of the SEBI (LODR) Regulations, 2015**

Pursuant to the regulation 44(3) of the SEBI (LODR) regulations 2015 please find enclosed herewith the details of the voting results for the Business conducted at the 22nd Annual General Meeting of the Company along with the consolidated scrutinizer's Report.

You are requested to take the same on your record.

Thanking you,

Yours faithfully

For Usher Agro Limited
(Company under Corporate Insolvency Resolution Process)

Krishna Chamadia
Resolution Professional
IP Registration No. IBBI/IPA-001/IP-P00694/2017-18/11220

Usher Agro Limited 22nd Annual General Meeting Voting Results

Disclosure of voting results as per Regulation 44 (3) of the SEBI (LODR) Regulations, 2015

Sr. No	Particulars	Details
1.	Date of the AGM	29 th September, 2018
2.	Total number of shareholders on record date(i.e. cut- off date for E – voting)	14592
3.	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 6 37
4.	No. of Shareholders attended the meeting through Video Conferencing Promoter & Promoter Group Public	Not Applicable

Resolution No. 1:

Resolution Required: (Ordinary)			Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Reports of the Board of Directors and the Auditors' thereon;					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes- against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11636937	0	0.00	0	-	0.00	-
	Poll		11636937	100.00	11636937	-	100.00	-
	Total		11636937	100.00	11636937	-	100.00	-

Public-Institutions	E-Voting	38049033	0	0.00	0	0.00	0.00	-
	Poll		0	0.00	-	-	-	-
	Total		0	0.00	0	0.00	0.00	-
Public- Non Institutions	E-Voting	27985541	55866	0.20	49562	6304	88.72	11.28
	Poll		150896	0.54	150896	0.00	100.00	0.00
	Total		206762	0.74	200458	6304	96.95	3.05
Total		77671511	11843699	15.25	11837395	6304	99.95	0.05

Postal Ballot Voting – N.A.

Resolution No. 2:

Resolution Required: (Ordinary)			Ordinary Resolution for Re-appointment of Statutory Auditors of the Company and to fix their remuneration					
Whether promoter/promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Valid votes polled	% of Votes Polled on outstanding shares	No. of votes – in favor	No. of votes-against	% of votes in favor on votes polled	% of Votes against on votes polled
Promoter and Promoter group	E-Voting	11636937	0	0.00	0	-	0.00	-
	Poll		11636937	100.00	11636937	-	100.00	-
	Total		11636937	100.00	11636937	-	100.00	-
Public-Institutions	E-Voting	38049033	0	0.00	0	0.00	0.00	-
	Poll		0	0.00	-	-	-	-
	Total		0	0.00	0	0.00	0.00	-
Public- Non Institutions	E-Voting	27985541	55866	0.20	49562	6304	88.72	11.28
	Poll		150896	0.54	150896	0.00	100.00	0.00
	Total		206762	0.74	200458	6304	96.95	3.05
Total		77671511	11843699	15.25	11837395	6304	99.95	0.05

Postal Ballot Voting – N.A.

Note: All the aforesaid resolutions were passed with requisite majority



SANDEEP DUBEY & ASSOCIATES

(COMPANY SECRETARIES)

Office Address : B-204, Rajani Park S V Road, Near Sai Mandir
Bhayander East, Pincode 401105, Dist. Thane, Maharashtra
MOB. NO. 98201513552 / 9819992728 Email :
cs.sandeepdubey@gmail.com

Consolidated Scrutinizer's Report [Pursuant to Section 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of 22nd Annual General Meeting of the Equity Shareholders of **Usher Agro Limited** held on Saturday, September 29, 2018 at 12:00 Noon at Anmol Banquets Hall, 2nd Floor, Harmony Mall at Carnival Cinemas, Opposite Royal Enfield Showroom, Link Road, Goregaon (West), Mumbai-400104.

Dear Sir,

1. I, Sandeep Dubey, Company Secretary in practice and Partner, M/s. Sandeep Dubey & Associates, Company Secretaries, appointed as Scrutinizer of Usher Agro Limited (the Company) for the purpose of scrutinizing the remote e-voting process and voting by use of polling papers on the resolutions contained in the notice dated 30 May 2018 ("Notice") calling 22nd Annual General Meeting of its Equity Shareholders ("the Meeting" / "AGM"). The AGM was convened on Saturday, September 29, 2018 at 12:00 Noon at Anmol Banquets Hall, 2nd Floor, Harmony Mall at Carnival Cinemas, Opposite Royal Enfield Showroom, Link Road, Goregaon (West), Mumbai-400104. The said appointment as scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules").
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and polling papers for voting on the resolutions contained in the said notice of 22nd AGM of the members of the Company. My responsibility as Scrutinizer for the remote e-voting and poll conducted at the 22nd AGM is restricted to make the Scrutinizer's Report on the votes cast "in favour" or "against" the resolution stated in the said notice based on the Report generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for e-voting and poll conducted at the 22nd AGM.
3. The Notice dated 30th May, 2018 along with the statement setting out material facts under Section 102 of the Act was sent to the members through email on 8th September, 2018 and through courier on 8th September, 2018. The said notice was dispatched on the basis of Register of Members and List of Beneficiaries as provided by the depositories on August 31, 2018, being the cut off date for dispatch of Notice to the members.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having dispatched the notice of the

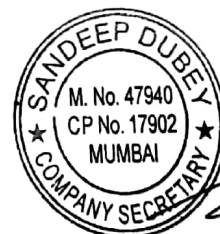


meeting and providing e-voting facility in the English newspaper "The Financial Express" and Marathi newspaper "Mumbai Lakshadeep" on 8th September, 2018.

5. The Voting rights of members were considered in proportion to their share in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 21st September, 2018.
6. In terms of the aforesaid Notice, voting through electronic means was kept open for 3(three) days i.e. from Wednesday, 26th September, 2018 (from 10:00 a.m.) to Friday, 28th September, 2018 (upto 5:00 p.m.). The members cast their votes electronically on e-voting platform provided by the Central Depository Services (India) Limited (CDSL). The Company also provided Polling Place for casting vote at the 22nd Annual General Meeting held on 29th September, 2018 to members, who did not vote through remote e-voting facility.
7. As required under the said rules, after the closure of the voting at the Annual General Meeting, the votes cast through polling papers were counted, thereafter the votes cast under remote e-voting facility provided by CDSL were unblocked on 29th September, 2018 in the presence of two witnesses viz. Mr. Amit Bansal and Mr. Prakash Ram Pogo, who are not in employment of the Company.
8. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me/us.
9. 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 Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The consolidated summary of the voting through e-voting process and polling papers are as under.

Item No. of the Notice	Votes in favour of the Resolution		Votes against the Resolutions		Invalid Votes
	Nos.	% of total number of valid votes (Favour and Against)	Nos.	% of total number of valid votes (Favour and Against)	Nos.
Item No. 1 Ordinary Resolution for consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 together with Reports of the Board of Directors and the Auditors' thereon;	11837395	99.95	6304	0.05	4
Item no. 2 Ordinary Resolution for Re-appointment of	11837395	99.95	6304	0.05	4



Sandeep Dubey

Statutory Auditors of the Company and to fix their remuneration					
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Result: All the resolutions are passed by requisite majority.

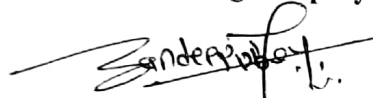
The Register, all other papers and relevant records relating to poll and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid meeting and the same will be handed over to the Company for safe keeping.

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

Yours faithfully,

For SANDEEP DUBEY & ASSOCIATES
(Practising Company Secretary)



Sandeep A Dubey
M. No. - 47940
C.P. No. -17902



Place: Mumbai
Date: 30th September, 2018

Countersigned by:

For Usher Agro Limited
(Company under Corporate Insolvency Resolution Process)



Krishna Chamadia
Resolution Professional
IP Registration No. IBBI/IPA-001/IP-P00694/2017-18/11220