

General information about company	
Script code	532402
NSE Symbol	
MSEI Symbol	
ISIN	INE718B01017
Name of the entity	UG TECH SOLUTIONS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Whether the listed entity has a Regular Chairperson		Whether Chairperson is related to MD or CEO		Disqualification of Directors under section 164 of the Companies Act, 2013														
		Yes	No	Yes	No	Sr	DIN Number	Name of Director	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	No. of Independent Directorships in this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorships in this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Not providing PAN	Not providing DIN	
DEEPAK KUMAR BANSAL	AMUPB75BQ	03081849	Non-Executive - Independent Director	Not Applicable																
SERVESH GUPTA	ACZ2G4175B	01451093	Executive Director	Chairperson related to Promoter	MD															
SIRMAL GARG	AALPG5709R	07145009	Non-Executive - Independent Director	Not Applicable																
ASHIMA GUPTA	ALKPKG57BJ	07795860	Executive Director	Not Applicable																

Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	03081849	DEEPAK KUMAR BANSAL	Non-Executive - Independent Director	Chairperson	13-08-2018	
2	07145009	NIRMAL GARG	Non-Executive - Independent Director	Member	13-08-2018	
3	01451093	SERVESH GUPTA	Executive Director	Member	13-08-2018	

Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	03081849	DEEPAK KUMAR BANSAL	Non-Executive - Independent Director	Chairperson	13-08-2018	
2	07145009	NIRMAL GARG	Non-Executive - Independent Director	Member	13-08-2018	
3	01451093	SERVESH GUPTA	Executive Director	Member	13-08-2018	

Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	03081849	DEEPAK KUMAR BANSAL	Non-Executive - Independent Director	Chairperson	13-08-2018	
2	07145009	NIRMAL GARG	Non-Executive - Independent Director	Member	13-08-2018	
3	01451093	SERVESH GUPTA	Executive Director	Member	13-08-2018	

Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure I

III. Meeting of Board of Directors									
Disclosure of notes on meeting of board of directors explanatory									
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	08-11-2022				Yes	4	4	2	2
2		11-02-2023	94		Yes	4	4	2	2
3		25-03-2023	41		Yes	4	4	2	2

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2022				Yes	3	3	2	2
2	Audit Committee	11-02-2023	94			Yes	3	3	2	2
3	Audit Committee	25-03-2023	41			Yes	3	3	2	2
4	Nomination and remuneration committee	08-11-2022				Yes	3	3	2	2
5	Nomination and remuneration committee	11-02-2023	94			Yes	3	3	2	2
6	Nomination and remuneration committee	25-03-2023	41			Yes	3	3	2	2

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	08-11-2022				Yes	3	3	2	2
8	Stakeholders Relationship Committee	11-02-2023	94			Yes	3	3	2	2
9	Stakeholders Relationship Committee	25-03-2023	41			Yes	3	3	2	2

Annexure I

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure I

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure I

VI. Affirmations		
Sr	Subject	Compliance status
1	Name of signatory	Servesh Gupta
2	Designation	Managing Director

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Details of business	Yes	http://www.usgtechsolutions.com/
2	Terms and conditions of appointment of independent directors	Yes	http://www.usgtechsolutions.com/
3	Composition of various committees of board of directors	Yes	http://www.usgtechsolutions.com/
4	Code of conduct of board of directors and senior management personnel	Yes	http://www.usgtechsolutions.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.usgtechsolutions.com/
6	Criteria of making payments to non-executive directors	Yes	http://www.usgtechsolutions.com/
7	Policy on dealing with related party transactions	Yes	http://www.usgtechsolutions.com/
8	Policy for determining material subsidiaries	Yes	http://www.usgtechsolutions.com/
9	Details of familiarization programmes imparted to independent directors	Yes	http://www.usgtechsolutions.com/

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://www.usgtechsolutions.com/
11	email address for grievance redressal and other relevant details	Yes	http://www.usgtechsolutions.com/
12	Financial results	Yes	http://www.usgtechsolutions.com/
13	Shareholding pattern	Yes	http://www.usgtechsolutions.com/
14	Details of agreement entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	http://www.usgtechsolutions.com/
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	http://www.usgtechsolutions.com/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://www.usgtechsolutions.com/
21	Materiality Policy as per Regulation 30	Yes	http://www.usgtechsolutions.com/
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	http://www.usgtechsolutions.com/

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of independence and eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
21	Meetings of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	NA	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	NA	
36	Declaration from Independent Director	25(8) & (9)	NA	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

Annexure II		
1	Name of signatory	SERVESH GUPTA
2	Designation	Managing Director

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	SERVESH GUPTA
2	Designation	Managing Director

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

Text Block

Textual Information(1)	NO LAONS GUARANTEES CONFONT LETTER ISSUED TO ANY PROMOTERS AND PROMOTERS GROUP OR ANY ENTITY CONTROLLED BY THEM
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Signatory Details

Name of signatory	SERVESH GUPTA
Designation of person	Managing Director
Place	DELHI
Date	15-04-2023