

**USG TECH SOLUTIONS LIMITED**

CIN: L72200TG1999PLC032129

Registered Office: H.NO:9/HIG-A&10/HIG, Vasista Bhavan, 4th Floor,  
APHB Colony, Indira Nagar, Gachibowli Hyderabad, Telangana 500 032Tell- 011-41315203, Website: [www.usgtechsolutions.com](http://www.usgtechsolutions.com)**NOTICE OF AGM**

Notice is hereby given that the Twenty Fifth (25<sup>th</sup>) Annual General Meeting (“the AGM”) of members of **USG Tech Solutions Limited** will be held on Friday, 27<sup>th</sup> September, 2024 at 11:00 A.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) without the physical presence of the members at a common venue, to transact the following businesses: -

**ORDINARY BUSINESS****1. Adoption of Audited Financial Statements for the Financial year ended March 31, 2024:**

**"RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon as laid before this meeting be and are hereby received, considered and adopted;

**RESOLVED FURTHER THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of the Auditor thereon as laid before this meeting be and are hereby received, considered and adopted.”

**2. To consider and appoint Ms. Ashima Gupta (DIN: 07795866), who retires by rotation and being eligible offers herself for re-appointment,**

**"RESOLVED THAT** Ms. Ashima Gupta (DIN: 07795866), who retires by rotation and being eligible offers herself for reappointment be and hereby re-appointed as executive Director of the Company liable to retire by rotation.”

**SPECIAL BUSINESS****3. Appointment of Ms. Shikha, (DIN: 07013436) as a non-executive independent director on the Board of the Company**

**To consider and if thought fit, to pass the following resolution as Special Resolution:**

**RESOLVED THAT** pursuant to the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, subject to such approvals and permissions from appropriate authorities as may be necessary, Ms. Shikha, holding DIN: 07013436, who based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from July 24, 2024 be and

is hereby appointed as an Independent Director of the company for a period of **5 years** from 24.07.2024 to 23.07.2029 and shall not be liable to retire by rotation;

**FURTHER RESOLVED THAT** any director of the Company, be and is hereby authorized to do and perform all the acts and deeds as may be considered as necessary for giving effect to aforesaid resolution, for and on behalf of the Board of Directors of the Company.”

**4. Appointment of Mr. Deepak Gupta, (DIN: 08447287) as a non-executive independent director on the Board of the Company**

**To consider and if thought fit to pass, the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force, subject to such approvals and permissions from appropriate authorities as may be necessary, Mr. Deepak Gupta, holding DIN: 08447287, who based on the recommendation of the Nomination, Remuneration and Compensation Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from July 24, 2024, be and is hereby appointed as an Independent Director of the company for a period of **5 years** from 24.07.2024 to 23.07.2029 and shall not be liable to retire by rotation;

**FURTHER RESOLVED THAT** any director of the Company, be and is hereby authorized to do and perform all the acts and deeds as are necessary for giving effect to aforesaid resolution, for and on behalf of the Board of Directors of the Company.”

**5. APPROVAL OF RELATED PARTY TRANSACTION**

**To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (including any amendment or modification thereof) and applicable provisions of the Companies Act, 2013 read with relevant Rules thereto [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to such other approvals, sanctions as may be required from other authorities under any laws or regulations or guidelines and after such alterations and modifications as may be specified by such other authorities while according the approval or sanction, wherever applicable, approval of the members of the Company be and is hereby accorded to the Board for entering into and / or carrying out and / or continuing with existing related party contract/arrangements/transactions with M/s Retail Information Systems Pty Ltd, a Foreign Wholly Owned subsidiary of the Company, relating to sale, purchase or supply of products, goods or materials or availing or rendering of services and leasing of property of any kind (movable or immovable) up to an amount 15 Crores (Fifteen Crores only) for the financial year 2024-25 on such terms and conditions as may be decided by the Board;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring to the Members of the Company in order to give effect to this resolution;

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respects”.

#### **6. APPROVAL OF RELATED PARTY TRANSACTION**

**To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (including any amendment or modification thereof) and applicable provisions of the Companies Act, 2013 read with relevant Rules thereto [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to such other approvals, sanctions as may be required from other authorities under any laws or regulations or guidelines and after such alterations and modifications as may be specified by such other authorities while according the approval or sanction, wherever applicable, approval of the members of the Company be and is hereby accorded to the Board for entering into and / or carrying out and / or continuing with existing related party contract/arrangements/transactions with M/s Niskarsh Properties Private Limited, a Wholly Owned subsidiary of the Company, relating to sale, purchase or supply of products, goods or materials or availing or rendering of services and leasing of property of any kind (movable or immovable) up to an amount 15 Crores (Fifteen Crore only) for the financial year 2024-25 on such terms and conditions as may be decided by the Board;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring to the Members of the Company in order to give effect to this resolution;

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respects.”

**By the order of the Board of Directors  
For USG Tech Solutions Limited**

**SD/-  
Mr. Servesh Gupta  
(Managing Director)  
DIN: 01451093**

**Date: 14.08.2024**

**Place: Delhi**

**NOTES:**

1. This AGM is convened through Video Conferencing (VC/Other Audio-Visual Means (OAVM) pursuant to General Circular issued by the Ministry of Corporate Affairs (MCA) circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 May 5, 2022, December 28, 2022 and September 25, 2023 respectively and Securities and Exchange Board of India (SEBI) CircularNo.SEBI/HO/CFD/CMD1/CIR/P/2020/79,SEBI/HO/CFD/CMD2/CIR/P/2021/11,SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively and all other relevant circulars issued from time to time by MCA and SEBI, which allow the companies to hold AGMs through VC/OAVM. The deemed venue of the AGM shall be registered office of the Company. In compliance with the aforesaid circulars issued by MCA and SEBI, Notice of the AGM alongwith the Annual Report for the Financial Year 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. No physical copies of the Annual Report will be sent to Members, except to those Members who have requested for physical copy of the Annual Report for FY 2023-2024. Notice and Annual Report for the Financial Year 2023-2024 are also available on the website of the Company [www.usgtechsolutions.com](http://www.usgtechsolutions.com) .
2. Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") with respect of Special Business set out in the Notice, is annexed hereto.
4. The Notice of the AGM along with the Annual Report for is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents (RTA), M/s Big share Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. Since the AGM is being held pursuant to the Circulars issued by the Ministry of Corporate Affairs through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy by a member will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote through remote e-voting.
9. However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate there at, including cast votes by electronic means (details of which are provided separately, hereinbelow). Such Corporate Shareholders are requested to refer 'General Guidelines for Shareholders' provided in the notice below, for more information
10. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the year ended March 31, 2024 has been sent to all the members whose email address (es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 5<sup>th</sup> October, 2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address (es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the Annual General Meeting and the Annual Report for will also be available on the Company's website [www.usgtechsolutions.com](http://www.usgtechsolutions.com) for downloading by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.
11. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the Shareholders during the AGM without any fee. Shareholders seeking to inspect such documents may send an email to [secretarial@usgtechsolutions.com](mailto:secretarial@usgtechsolutions.com)
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA, M/s Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Maro Maroshi Road, Andheri East, Mumbai 400059
13. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.

b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.

14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
15. Members are eligible to cast vote only if they are holding shares as on record date i.e. 20/09/2024 and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
16. Members of the Company who acquires shares after sending of Notice by the Company and hold shares as on the cut-off date i.e. 20/09/2024, shall follow the same procedure for e-Voting as mentioned further herewith.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date only shall be entitled to avail the facility remote e-voting or voting at the AGM.

**18. AN ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ELECTRONIC ANNUAL REPORT:**

- i. In accordance with, the Circular No. 14 dated April 8, 2020 read with Circular No. 17 dated April 13, 2020, Circular No. 20 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 issued by MCA and Circular dated SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022 and on 15th January, 2021 reference no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 extended relaxations granted under circular dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- ii. Members are requested to register their email ID and Bank Account details:  
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.  
In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
  - ✓ **In the case of Shares held in physical mode:** The shareholder may please email to RTA at [mukesh@bigshareonline.com](mailto:mukesh@bigshareonline.com)
  - ✓ **In the case of Shares held in Demat mode:** The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

19. The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company at [www.usgtechsolutions.com](http://www.usgtechsolutions.com), on the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)

## 20. VOTING THROUGH ELECTRONIC MEANS FOR ANNUAL GENERAL MEETING

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. **The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL).**

- A. The Board of Directors has appointed Practicing Company Secretary Mr. Apoorv Srivastava, Proprietor of M/s Apoorv & Associates, Scrutinizer.
- B. The Scrutinizer shall within a period of 48 hours from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the company and make a report of votes cast in favor or against, if any, forthwith to the chairman of the company.
- C. Members are requested to carefully read the instructions for e-voting before casting their vote.
- D. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall be available for e-voting.

<b>Commencement of e-voting</b>	<b>24/09/2024 at 09.00 a.m.</b>
<b>End of e-voting</b>	<b>26/09/2024 at 05.00 p.m.</b>

- E. The book closure date (i.e. the record date) for the purpose of e-voting is 20/09/2024, in compliance of Section 108 of the Companies Act, 2013.
- F. The Result shall be declared within 48 hours from the conclusion of AGM. The result declared along with Scrutinizer Report shall be placed on the company’s website and on CDSL Website.

### G. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 24/09/2024 at 09.00 a.m. and ends on 26/09/2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20/09/2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular **No. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to

its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on</li> </ol>



	<p><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

***Important note:*** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

***Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.***

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

**(vi)** After entering these details appropriately, click on “SUBMIT” tab.

**(vii)** Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinking in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ***secretarial@usgtechsolutions.com***, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

**1. For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

**2. For Demat shareholders-** please update your email id & mobile no. with your respective Depository Participant (DP)

**3. For Individual Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**By the order of the Board of Directors  
For USG Tech Solutions Limited**

**SD/-  
Mr. Servesh Gupta  
(Managing Director)  
DIN: 01451093**

**Date: 14.08.2024**

**Place: Delhi**

**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.3, 4, 5 and 6 of the accompanying Notice:

**Item 3:**

The Board appointed Ms. Shikha (DIN: 07013436) as an Additional Director designated as Non-Executive Independent Director of the Company at its meeting held on July 24, 2024 who holds the office upto the date of the ensuing AGM. In terms of Section 160 of the Act, the Nomination and Remuneration Committee and the Board has recommended the appointment of Ms. Shikha as an Independent Director for a term of 5 (five) years effective from July 24, 2024 upto July 23, 2029 (both days inclusive) subject to approval of the Members of the Company pursuant to provisions of Sections 149 and 152 of the Act. The Company has also received a notice from Ms. Shikha proposing her candidature for the office of Director. Members are requested to note that the Company has received declaration in writing from the proposed director confirming that she meets the criteria of independence under the Act and the SEBI Listing Regulations. Further, the Company has received a consent in writing from the proposed Director to act as an Independent Director of the Company and further confirming that she is not disqualified from being appointed as director in terms of Section 164 and other provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the RBI. In the opinion of the Board, Ms. Shikha satisfies all the conditions for her appointment as an Independent Director of the Company under the Act and SEBI Listing Regulations and also fit & proper criteria prescribed under RBI Master Directions. Ms. Shikha is independent of the management also. A brief profile of Ms. Shikha and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations are provided in Annexure 1 to this Notice.

In line with the Company's remuneration policy for Independent Directors, the proposed director will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings/Committee meetings, if any. The Board is of the view that the Company would greatly benefit from the rich and varied experience of the proposed director and accordingly recommends the Special resolution set forth in Item no. 3 of the Notice for approval of the Members.

The appointment letter along with terms and conditions of appointment of the Independent Director is available for inspection at the registered office of the Company. Except for Ms. Shikha and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**Item -4**

The Board appointed Mr. Deepak Gupta (DIN: 08447287) as an Additional Director designated as Non-Executive Independent Director of the Company at its meeting held on July 24, 2024 who holds the office upto the date of the ensuing AGM. In terms of Section 160 of the Act, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Deepak Gupta as an Independent Director for a term of 5 (five) years effective from July 24, 2024 upto July 23, 2029 (both days inclusive) subject to approval of the Members of the Company pursuant to provisions of Sections 149 and 152 of the Act. The Company has also received a notice from Mr. Deepak Gupta proposing his candidature for the office of Director. Members are requested to note that the Company has received declaration in writing from the proposed director confirming that he meets the criteria of independence under the Act and the SEBI Listing Regulations. Further, the Company has received a consent in writing from the proposed Director to act as an Independent Director of the Company and further confirming that he is not disqualified from being appointed as director in terms of Section 164 and other provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the RBI. In the opinion of the Board, Mr. Deepak Gupta satisfies all the conditions for his appointment as an Independent Director of the Company under the Act and SEBI Listing Regulations and also fit & proper criteria prescribed under RBI Master Directions. Mr. Deepak Gupta is independent of the management also. A brief profile of Mr. Deepak Gupta and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations are provided in Annexure 1 to this Notice.

In line with the Company's remuneration policy for Independent Directors, the proposed director will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings/Committee meetings, if any. The Board is of the view that the Company would greatly benefit from the rich and varied experience of the proposed director and accordingly recommends the Special resolution set forth in Item no. 4 of the Notice for approval of the Members.

The appointment letter along with terms and conditions of appointment of the Independent Director is available for inspection at the registered office of the Company. Except for Mr. Deepak Gupta and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**Item 5:**

In terms of the proviso to Regulation 23 of SEBI (LODR) Regulations 2015, all transactions with related parties, which are material in nature, are subject to the approval of the Members of the

Company by way of Special Resolution and the related parties shall abstain from voting on such resolutions.

For this purpose, the term “Material transaction” means any transaction entered either individually or taken together with previous transactions during a financial year, that exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Moreover, the estimated value of the transactions relating to ongoing sale, purchase, or receipt of products, goods and materials or availing or rendering of services and leasing of property of any kind (movable or immovable) with RIS during the financial year 2024-25 are likely to exceed the threshold prescribed under Regulation 23 of SEBI (LODR) Regulations 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contracts/Arrangements/Transactions pursuant to sub- rule (3) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

**Name of Related Party:** Retails Information Systems Pty Ltd “RIS PTY LTD”

**Name of Director or Key Management Personnel who is related:** Mr. Servesh Gupta is Director of RIS Pty Ltd.

Sr.	Particulars	
1.	Name of the related party	Retail Information Systems Pty Ltd
2.	Name of the director or Key Managerial	Mr. Servesh Gupta
3.	Nature of Relationship	Foreign Subsidiary of USG Tech Solutions
4.	Nature, Material terms, monetary value and particulars of the contract or	Investment

**Item No.6:**

In terms of the proviso to Regulation 23 of SEBI (LODR) Regulations 2015, all transactions with related parties, which are material in nature, are subject to the approval of the Members of the Company by way of Special Resolution and the related parties shall abstain from voting on such resolutions.

For this purpose, the term “Material transaction” means any transaction entered either individually or taken together with previous transactions during a financial year, that exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Moreover, the estimated value of the transactions relating to ongoing sale, purchase, or receipt of products, goods and materials or availing or rendering of services and leasing of property of any kind (movable or immovable) with Niskarsh Properties Private Limited during the financial year 2024-25 are likely to exceed the threshold prescribed under Regulation 23 of SEBI (LODR)



Regulations 2015 and will be considered material and therefore would require the approval of shareholders of the Company by a Special Resolution.

The particulars of the Contracts/Arrangements/Transactions pursuant to sub- rule (3) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

**Name of Related Party:** Niskarsh Properties Private Limited

**Name of Director or Key Management Personnel who is related:** Mr. Servesh Gupta is Director of M/s Niskarsh Properties Private Limited.

Sr. No.	Particulars	
1.	Name of the related party	M/s Niskarsh Properties Private
2.	Name of the director or Key Managerial Person	Mr. Servesh Gupta
3.	Nature of Relationship	Wholly Owned Subsidiary
4.	Nature, Material terms, monetary value and particulars of the contract	Investment

**By the order of the Board of Directors  
For USG Tech Solutions Limited**

**Sd/-  
Mr. Servesh Gupta  
(Managing Director)  
DIN: 01451093**

**Date: 14.08.2024**

**Place: Delhi**

**Annexure-I**

**Details with respect to Change in KMP of the Company as required under Regulation 30 read with III of the Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015:**

<b>S.No.</b>	<b>Particulars</b>	<b>Shikha (DIN: 07013436)</b>	<b>Deepak Gupta (DIN: 08447287)</b>
1.	Reason for change	Appointment as Independent Director	Appointment as Independent Director
2.	Date of appointment	24.07.2024	24.07.2024
3.	Brief Profile	Ms. Shikha has more than 13 years of professional experience in Strategy Building, Technology Implementation & Upgrading, and Business Development across the Globe. She has rich experience in service industry with ability to plan, manage & motivate people/process through planning, Coordination & Coaching. She has done Bachelor in Computer Application (BCA) and Masters in Computer Application (MCA).	Mr. Deepak Gupta has more than 5 years of professional experience in Strategy Building, Technology Implementation & Upgrading, and Business Development. He has rich experience in service industry with ability to plan, manage & motivate people/process through planning, Coordination & Coaching. He is holding directorship in 2 Companies having objectives of software development and technologies since F.Y. 2019-2020.
4.	Relationship between Directors	None	None