



USG Tech Solutions Limited

CIN: L29109TG1999PLC032129

Date: 24.09.2025

To,

The Deputy General Manager
Department of Corporate Services
The Bombay Stock Exchange Limited
P.J. Tower, Dalal Street
Mumbai- 400001

General Manager
Listing Exchange
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700001

Subject: Proceedings of the 26th Annual General Meeting of USG Tech Solutions Limited

Dear Sir,

In terms of Regulation 30 of the Listing Regulations, we enclose herewith copy of the proceedings of the 26th Annual General Meeting of the Members of the Company held on Wednesday, 24th September, 2025 at 12.00 P.M. via video-conferencing and other audio-visual means.

Kindly take the above intimation on your records.

Thanking you

For USG Tech Solutions Limited

Rolly Tiwari
Company Secretary & Compliance Officer
Enclosed: As above



501, 5th Floor, My Home Tycoon, Lifestyle Building,
Begumpet, Hyderabad, Telangana-500016

Corporate Office: 506-509, Devika Towers, Chander
Nagar, Ghaziabad, Uttar Pradesh, 201011



SUMMARY OF THE PROCEEDINGS OF THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF USG TECH SOLUTIONS LIMITED HELD ON TUESDAY, 26TH SEPTEMBER, 2025 AT 12:00 P.M VIA VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS.

We wish to inform that the 26th Annual General Meeting ('AGM') of the Members of **USG TECH SOLUTIONS LIMITED** was held on Tuesday, 24th September, 2025 at 12.00 P.M. via Video Conferencing or other Audio Visual Means. The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA') and circular issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Mr. Servesh Gupta, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman introduces all the Directors, Statutory Auditor and the Secretarial Auditor attending the meeting.

The Chairman and Directors greeted the members attending the AGM.

Thereafter, the Chairman delivered the speech and informed the shareholders present that the notices convening the meeting and Annual Accounts and Directors' Report for the year 2024-25 were taken as read. The Chairman of the meeting informed the members that as per the provisions of section 145 of the Companies Act, 2013, the auditor's report has to be read only in case there is any qualification or adverse remark in the auditor's report.

Since there were no qualifications of adverse remarks in the auditor's report, therefore the auditor's report was considered as taken as read.

Further, there were certain qualification in the Secretarial Auditors' Reports as follows:

1. Ms. Nirmal Garg, Mr. Venu Gopal Reddy and Ms. Shikha, independent directors in the Company have not applied to the institute for inclusion of their name in the data bank and have not passed self-assessment test as conducted by the Indian Institute of Corporate Affairs (IICA) during the year ended March 31, 2025. Hence they stand ineligible to be appointed as such in the office of independent directors in the Company. It is a violation of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

2. Composition of Board of Directors is not constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors because of ineligible Independent Directors.

3. Composition of Audit Committee is not constituted with proper balance consisting of a minimum of three Directors [with independent Directors forming a majority] because of ineligible Independent Directors.





4. *Composition of Nomination and remuneration Committee is not constituted with proper balance consisting of three or more non-executive Directors out of which not less than one-half shall be independent directors because of ineligible Independent Directors.*
5. *Ms. Aditi Jindal (Company Secretary & Compliance officer) has resigned w.e.f from 01st January 2024 and Ms. Himanshi Rawat was appointed as Company Secretary & Compliance officer w.e.f. 14th June 2024, the appointment was not made within the stipulated time period thus violating the Regulation 6 of SEBI LODR Regulation 2015.*
6. *Letter head of the Company is not as per Section 12(3) of the Companies Act, 2013 being contact number is not mentioned.*
7. *MGT-14 filed for the Board meeting dated 30.05.2024 bearing the resolution passed on 14.06.2024 hence the form is defective.*
8. *The Company has not filed form MGT-14 for approval of Director report for the financial year 2023-24.*
9. *DIN was allotted to Mr. Venu Gopal Reddy on 24.12.2024 however his appointment was made on 12.11.2024 and form DIR-12 was also filed for the same bearing date of appointment as 12.11.2024 which is prior to the allotment of DIN, hence the form filed and the resolution passed for his appointment is defective.*
10. *Company has made investment in We watch network private limited however E-form MGT-14 was not filed in this regard.*

Reply from the Board:

1. As clarified by the Management, The Directors in the process of obtaining the certificate from Institute of Corporate Affairs (IICA) and will comply the provisions in coming days.
2. The Independent Directors in the process of obtaining the certificate from Institute of Corporate Affairs (IICA) and will comply the provisions in coming days and the composition will comply soon.
3. Further the Independent Directors in the process of obtaining the certificate from Institute of Corporate Affairs (IICA) and will comply the provisions in coming days and the composition will comply soon
4. The Directors in the process of obtaining the certificate from Institute of Corporate Affairs (IICA) and will comply the provisions in coming days and the composition will comply soon.
5. The Company has not appointed a Company Secretary & Compliance Officer due to the non-availability of a suitably qualified professional as required for our organization.
6. The error was completely unintentional, and we will ensure that such errors are not repeated in the future.
7. Although the date of filling the resolution was fall within the due date therefore we have filed the one form for all the resolution passed on 30.05.2025 and the appointment of Company Secretary as on 14.06.2025. we will ensure that such errors are not repeated in the future.
8. The error was completely unintentional, and we will ensure that such errors are not repeated in the future.





9. The error was completely unintentional, and we will ensure that such errors are not repeated in the future.
10. The error was completely unintentional, and we will ensure that such errors are not repeated in the future.

Further, The Chairman informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the Members entitled to cast their votes on all resolutions. Remote e-voting facility commenced at 09.00 A.M. (IST) on 21st September, 2025 and ended at 05.00 P.M. (IST) on 23rd September, 2025.

The Chairman requested the members who had not yet cast their votes or were otherwise not barred from exercising their voting rights, to cast their votes on the above-mentioned resolutions through during the AGM.

Mr. Apoorv Srivastava, Practicing Company Secretary, (having Membership No. F12734 and Certificate of Practice Number 21063) has been appointed as the Scrutinizer by the Board for the purpose of scrutinizing the process of remote e-voting held prior and voting during the AGM.

The Chairman explained the objective and implications of each resolution and requested the Members to ask questions or seek clarifications or express their views on the agenda items. Thereafter put the resolutions to vote at the meeting.

The following items of business as set out in the Notice convening 26th Annual General Meeting (AGM) were transacted as follows:

ORDINARY BUSINESS: -

1. Adoption of Audited Financial Statements for the Financial year ended March 31, 2025
2. To consider and appoint Mr. Servesh Gupta (DIN: 01451093), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS: -

3. Rescind the resolution passed at the Extra-Ordinary General Meeting held on December 16, 2024.
4. Appointment of Ms. Anubha Chauhan, (DIN: 09058512) as a non-executive independent director on the Board of the Company.
5. Appointment of Mr. Ramanuj Murlinarayan Darak, (DIN: 08647406) as a non-executive independent director on the Board of the Company.
6. Appointment of Mr. Avani Kumar Shukla (DIN: 08082871) as a Director (Executive, Non-Independent) of the Company.





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7. Appointment of M/s Chandan J & Associates, Practicing Company Secretaries as Secretarial Auditors and fix their remuneration.
8. Increase in the Authorised Share Capital and alteration of Capital clause of the Memorandum of Association of the Company.
9. Raising of funds.

The Chairman further call out the names of Speakers who requested for the right to speak in the AGM.

Chairman further informed that the results of remote e voting would be declared within two working days from the conclusion of this meeting. The voting result will be submitted to the stock exchanges and also will be uploaded on the website of the Company.

Mr. Servesh Gupta, Chairman granted vote of thanks to shareholder and conclude the meeting.

The meeting concluded at 12:45 P.M

Thanking You

For USG Tech Solutions Limited

Rolly Tiwari
Company Secretary & Compliance Officer

