



USG Tech Solutions Limited

CIN: L29109TG1999PLC032129

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108, 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and such other Circular as may be issued by the Ministry of Corporate Affairs, Government of India, from time to time (“the MCA Circulars”) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the Members of the Company (as on the Cut-off date), through postal ballot (“the Postal Ballot”) only by way of remote e-Voting (“e-Voting”) for the following Special Resolution:

Sr. No.	Particulars of Resolution	Category
1.	To regularize Mr. Ashish Gupta (DIN: 03102835) as a Director (Non-Executive & Independent) w.e.f 13 th February, 2026.	Special Resolution

Pursuant to Sections 102, 110 and other applicable provisions of the Act, an Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/ rationale there of forms the part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Listing Regulations and pursuant to MCA circulars and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e. by casting votes electronically instead of submitting Postal Ballot form.

Accordingly, the Postal Ballot Notice and instructions for e-Voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant (“DP”)

The Board has appointed Mr. Chandan Jha, Proprietor of M/s. Chandan J & Associates, (ACS No: 62350,



404, 4th Floor, My Home Tycoon, Lifestyle Building, Begumpet, Hyderabad, Telangana-500016 Email id: secretarial@usgtechsolutions.com Telephone number: 011 41315203 Website: www.usgtechsolutions.com	Corporate Office: 506-509, Devika Towers, Chander Nagar, Ghaziabad, Uttar Pradesh, 201011 Email id: secretarial@usgtechsolutions.com Telephone number: 011 41315203 Website: www.usgtechsolutions.com
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CP No: 27629), Practicing Company Secretaries, Delhi, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company has provided a remote e-Voting facility to its Members to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating e-Voting.

The e-Voting facility will be available during the following period:

Commencement of e-Voting period	09.00 a.m. IST on Saturday, 11th April, 2026
Conclusion of e-Voting period	05.00 p.m. IST on Sunday, 10th May, 2026
Cut-off date for eligibility to vote	Friday, 03 rd April, 2026

The e-Voting facility will be disabled by NSDL immediately after 05.00 p.m. IST on Sunday, 10th May, 2026, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 02 (two) working days from the conclusion of the e-Voting period i.e. on or before Tuesday, 12th May, 2026. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date specified by the Company for e-Voting i.e. Sunday, 10th May, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The proposed resolution and explanatory statement pertaining to the respective resolution pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all the material facts concerning the resolutions mentioned in this Postal Ballot Notice and reasons thereof, is appended herewith for your consideration is as follows:

SPECIAL BUSINESS:

1.To consider regularization of the appointment of Mr. Ashish Gupta (DIN: 03102835) as Non-Executive, Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution-

“RESOLVED THAT pursuant to the provisions of Sections 149(6), 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashish Gupta (DIN: 03102835), who was appointed as an Additional Director (Non-Executive, Non Independent) of the Company by the Board with effect from 13th



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February, 2026, pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as a Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, be and is hereby **regularized as a Non-Executive, Independent Director**, not liable to retire by rotation and hold office for a term of up to **five consecutive years** commencing from **13th February, 2026** up to **12th February, 2031**, subject to the approval of the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary intimations to stock exchanges.”

By Order of the Board of Directors
USG Tech Solutions Limited

Place-Delhi
Date- 10/04/2026

Sd/-
Manju
Company Secretary & Compliance Officer
M.No. A78533

NOTES:

1. The Explanatory Statement, pursuant to Section 102 and Section 110 of the Act read with Rule 22 of the Management Rules, in respect of the proposed Special Resolution setting out, all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the register of Members / list of beneficial owners, received from the depositories as on Friday, 03rd April, 2026 (“Cut-off date”).
3. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre- paid business reply envelopes are not being sent to the shareholders for this Postal Ballot. **Members are requested to provide their assent or dissent through e-Voting only.**



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4. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those Members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off date are requested to register their e-mail Ids by sending an e-mail to Registrar and Transfer Agent of the Company, i.e. Bigshare Services Private Limited at helpdesk investor@bigshareonline.com / info@bigshareonline.com or to the Company at secretarial@usgtechsolutions.com. with name of registered Member(s), folio number(s)/DP Id/Client Id and no. of Equity Shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-Voting facility provided by NSDL.
5. The voting rights of Member(s) for e-Voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, 03rd April, 2026. Any person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the Cut-off date only shall be entitled to vote through e-Voting. Any person who is not a Member as on the Cut-off date should treat this notice for information purpose only.
6. A Member cannot exercise his / her / its vote by proxy on Postal Ballot.
7. Resolution, if approved, by the Members by means of Postal Ballot is deemed to have been passed at a General Meeting of the Members and the last date of the e-Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority.
8. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Secretarial Department at Email secretarial@usgtechsolutions.com or for any query/ grievance with respect to e-Voting, you can write an email to evoting@nsdl.com
9. Voting through Electronic Means ("e-Voting"). In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Management Rules, Regulation 44 of Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-Voting facility to its Members to cast their vote by electronic means through e-Voting platform of NSDL. The e-Voting facility is available at www.evoting.nsdl.com
10. Postal Ballot Notice is also available on the website of the Company i.e. www.usgtechsolutions.com and can also be downloaded by accessing website of the NSDL at www.evoting.nsdl.com and at the relevant sections of the websites of the BSE Limited at www.bseindia.com.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will



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be published in one English national daily newspaper circulating throughout India (in English language) and one daily newspaper published in the language of the region (i.e. Telugu), where the Registered Office of the Company is situated (i.e. Telangana).

12. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-Voting. Members who wish to inspect the documents are requested to send an e-mail to the Company at secretarial@usgtechsolutions.com mentioning their Name, Client ID and DP ID.
13. For Members who have not registered their e-mail addresses, may register the same as under:

<u>For shares held in Physical form</u>	<u>The Members holding shares in physical form would need to send the Form ISR -1 duly signed by the registered shareholder(s) along with the requisite documents mentioned in the Form to our Register and Share Transfer Agent at: M/s. Bigshare Services Private Limited Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali Caves Road , Next to Ahura Centre, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400093</u>
<u>For shares held in Dematerialized form</u>	<u>The Members holding shares in electronic mode are requested to register/update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialized accounts are maintained.</u>

14. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated 25th January, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, Members holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, and eliminate risks associated with physical holding.
15. To exercise vote by using e-Voting facility, please carefully follow the instructions given under the heading “THE INSTRUCTIONS OF REMOTE E-VOTING FOR SHARE HOLDERS” of Postal Ballot Notice.
16. The result of the postal ballot will be posted on the Company’s website www.usgtechsolutions.com and NSDL website www.evoting.nsdl.com immediately after the declaration of result and the same will also



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be communicated to BSE Limited within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-Voting will be final.

THE INSTRUCTIONS OF REMOTE E-VOTING FOR SHAREHOLDERS:

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

Step 2: Access through NDSL e-Voting system in case of shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode

- (i) The voting period begins on 9.00 a.m. (IST) on Saturday, 11th April, 2026, and ends on 5.00 p.m. (IST) on Sunday, 10th May, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e., Friday, 03rd April, 2026, may cast their vote electronically. The e- Voting module shall be disabled by NSDL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 shareholder's / retail shareholders is at a negligible level.
- (iii) 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 NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular 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**



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securities in Demat mode NSDL is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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



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	<p><u>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</u></p> <p>5. <u>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</u></p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will



	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



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2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschandanjha.95@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 secretarial@usgtechsolutions.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@usgtechsolutions.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

404, 4th Floor, My Home Tycoon, Lifestyle Building,
Begumpet, Hyderabad, Telangana-500016
Email id: secretarial@usgtechsolutions.com
Telephone number: 011 41315203
Website: www.usgtechsolutions.com

Corporate Office: 506-509, Devika Towers, Chander
Nagar, Ghaziabad, Uttar Pradesh, 201011
Email id: secretarial@usgtechsolutions.com
Telephone number: 011 41315203
Website: www.usgtechsolutions.com



USG Tech Solutions Limited

CIN: L29109TG1999PLC032129

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 ANNEXED TO NOTICE DATED 10TH APRIL, 2026.

Item No. 1:

To consider and approve Postal Ballot Notice to seek the approval of Shareholders for regularisation of Additional Director.

To regularize Mr. Ashish Gupta (DIN: 03102835) as a Director (Non-Executive, Independent) w.e.f 13th February, 2026.

Pursuant to Section 149, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17, 25 and other applicable SEBI Listing Regulations and Articles of Association of the Company any other laws, rules and regulations as may be applicable and amended from time to time and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th, April 2026, approved the regularization of Mr. Ashish Gupta (DIN: 03102835) as Non-Executive, Independent Director of the Company for the period hold office for a term of up to five consecutive years, subject to the approval of the shareholders.

The Company has received, the consent in writing from Mr. Ashish Gupta (DIN: 03102835) to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act along with the Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Regulation 16 under SEBI Listing Regulations, the declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority and confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. After considering the knowledge, acumen, expertise and experience in respective fields, the Nomination and Remuneration Committee, has considered, approved and recommended, to the Board, the regularization of Mr. Ashish Gupta as Non-Executive, Independent Director for the period hold office for a term of up to five consecutive years, subject to the approval of the shareholders. The Board of Directors at its meeting held on 10th, April 2026, has approved the proposal for regularization of Mr. Ashish Gupta as Non-



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Nagar, Ghaziabad, Uttar Pradesh, 201011
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Executive, Independent Director for the period hold office for a term of up to five consecutive years, subject to the approval of the shareholders.

Mr. Ashish Gupta is a seasoned professional with rich experience in management and corporate affairs. He has developed strong expertise in handling corporate governance, regulatory compliance, and strategic business matters across diverse organizational environments. His multidisciplinary experience enables him to effectively manage operations, strengthen stakeholder relationships, and support organizational growth. With a deep understanding of corporate structures and regulatory frameworks, he has consistently contributed to efficient decision-making and overall business success.

Your Board of Directors recommends the Resolution at Item No. 1 for approval by the Members, by way of Special Resolution.

ANNEXURE TO THE NOTICE

Details of Director seeking appointment

Name of Director	Mr. Ashish Gupta
Date of Birth (Age)	12.12.1980
Director Identification Number	03102835
Designation/category of the Director	Director (Non-Executive, Independent Director)
Age	46
Nationality	Indian
Qualification	He has a rich experience in the management and corporate affairs.
Brief Resume, Profile, Experience and Expertise in specific functional areas and the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Ashish Gupta is a capable and result-oriented individual known for handling corporate matters, ensuring compliance, and supporting business growth.</p> <p><u>Experience and Expertise</u></p> <ul style="list-style-type: none"> • Corporate governance and compliance. • Strategic planning and management. • Operational oversight.



<p>404, 4th Floor, My Home Tycoon, Lifestyle Building, Begumpet, Hyderabad, Telangana-500016 Email id: secretarial@usgtechsolutions.com Telephone number: 011 41315203 Website: www.usgtechsolutions.com</p>	<p>Corporate Office: 506-509, Devika Towers, Chander Nagar, Ghaziabad, Uttar Pradesh, 201011 Email id: secretarial@usgtechsolutions.com Telephone number: 011 41315203 Website: www.usgtechsolutions.com</p>
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USG Tech Solutions Limited

CIN: L29109TG1999PLC032129

Shareholding in the Company including shareholding as a beneficial owner	-
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.	-
Memberships/ Chairmanships of committees of other companies (excluding foreign companies) as on date on this Notice	-
Name of listed entities from which the person has resigned in the past three years	-
Inter-se Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	-
Terms & conditions of the appointment	As set out in Resolution and the Explanatory Statement

By Order of the Board of Directors
USG Tech Solutions Limited

Place-Delhi
Date- 10/04/2026

Sd/-
Manju
Company Secretary & Compliance Officer
M.No. A78533



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