

**USG Tech Solutions Limited**

CIN : L72200TG1999PLC032129

H. No. 1/95/1/5-6 2nd Floor, Guttala Begumpet Near Kavuri Hills

Phase 2 Madhapur Hyderabad, Andhra Pradesh – 500081 INDIA

Email : [info@usgtechsolutions.com](mailto:info@usgtechsolutions.com) Website : [www.usgtechsolutions.com](http://www.usgtechsolutions.com)

Landline : +91-120-4245312/13/14

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**NOTICE**

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of USG Tech Solutions Ltd will be held on Wednesday, 30<sup>th</sup> September, 2015 at 11:00 Hrs. at the registered office of the Company at H.No. 1/95/1/5-6, 2<sup>nd</sup> Floor, Guttala Begumpet, near Kavuri Hills, Phase-2, Madhapur, Hyderabad- 500081, to transact the following business:-

**ORDINARY BUSINESS**

1. Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon:
2. Re-appoint Mr. Servesh Gupta (DIN 01451093) who retires by rotation at this meeting and being eligible, offers himself for re-appointment
3. Appointment or Ratification of, and fixing of remuneration of, the Statutory Auditors.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms. Nirmal Garg (DIN 07145009), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31<sup>st</sup> March, 2015, in terms of Section 161(1) of the Act and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 5 years

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

**Mr. Prem  
Sharma (CFO)**

Place: Noida

Date: 04.09.2015

Regd Office :

H. No. 1/95/1/5-6 2nd Floor,  
Guttala Begumpet Near Kavuri Hills  
Phase 2 Madhapur Hyderabad, Andhra Pradesh - 500081  
INDIA

**NOTES:**

- (a) The relative explanatory statement, pursuant to Section 102(2) of the Companies Act, 2013 in respect of items no. 4 of the notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 4 of the Notice, are also annexed.
- (b) The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Director under Item No. 2 of the Notice, are also annexed.
- (c) **A 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 MEETING. 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.**

- (d) The register of Members and Transfer Books of the Company will be closed from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 both days inclusive.
- (e) The Notice of the AGM along with the Annual Report 2014-15 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.
- (f) 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), Bigshare Services Pvt Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
- (g) 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.
- (h) 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.
- (i) Members / Proxies should bring the Attendance slip duly filled in for attending the meeting along with their copy of the Annual Report.
- (j) 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, 2015 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 05.10.2011 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 2014-15 will also be available on the Company's website [www.usgtechsolutions.com](http://www.usgtechsolutions.com) for download 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.

(k) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company.

**(l) Voting through electronic means for Annual General Meeting**

- i. Pursuant to the provisions of Section 108 and/or 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide the members facility to exercise their right to vote at the Annual General Meeting and for Postal Ballot by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
- ii. The Board of Directors have appointed Ms. Juhi Kathuria Practicing Company Secretary in practice Membership no 38056 and COP No. is 14913 as the Scrutinizer, for conducting the e voting process in a fair and transparent manner.
- iii. Members are requested to carefully read the instructions for e-voting before casting their vote.
- iv. 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.

|                          |   |
|--------------------------|---|
| Commencement of e-voting | From 27th September 2015 at 9:00 AM(IST)  |
| End of e-voting          | Upto 29th September 2015 at 05:00 PM(IST) |

- v. The cut off date (i.e. the record date) for the purpose of e-voting is 23<sup>rd</sup> September 2015. In compliance of Section 108 of the Companies Act, 2013

**A. The procedure and instruction for e-voting are as under:**

1. Open your web browser during the voting period by period by typing the URL: <https://evoting.bigshare.com>
2. Enter login credential (i.e. USER ID and password mentioned in the email forwarding the Notice of AGM, in case email Id is not registered and physical copy of the Annual report is being received by you). Your Folio No./ DP ID Client ID will be your User Id. However, if you hold shares in Demat form and you are already registered with Bigshare Services Pvt Ltd for e-voting, you shall use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on LOGIN.
4. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$ etc). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the Event Number for USG Tech Solutions Ltd.
7. On the voting page you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represent the number of votes) as on cut off date under "FOR/AGAINST" or alternatively , you may partially enter any number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the option "ABSTAIN" in case you don not want to cast vote.
8. You may then cast your vote by selecting an appropriate option and click on "Submit".
9. A Confirmation box will be displayed, Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolutions.
10. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios/ demat accounts.

11. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID [juhikathuria92@gmail.com](mailto:juhikathuria92@gmail.com) . with a copy to [evoting@bigshareonline.com](mailto:evoting@bigshareonline.com). The Scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."
  12. Once the vote on a resolution is cast by Member, the Member shall not be allowed to change it subsequently. **Further the members who have casted their vote electronically shall not be allowed to vote again at the meeting.**
  13. In case of any query pertaining to e-voting, please contact Bigshare Services Pvt Ltd
  14. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity capital of the Company as on the cut off date (i.e. the record date), being 23<sup>rd</sup> September, 2015.
  15. The scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on August 20<sup>th</sup>, 2015 unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and will make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  16. The Scrutinizer's decision on the validity of the vote shall be final and binding.
  17. The results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes cast in favour or against, if any, forthwith to the chairman of the Chairman.
  18. The result declared along with the Scrutinizer's report shall be placed on the website of the Company ([www.usgtechsolutions.com](http://www.usgtechsolutions.com)) and on RTA's website ([www.bigshareonline.com](http://www.bigshareonline.com)) within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company Shares are listed.
- B.** In case a member receives physical copy of Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participant or requesting physical copy)
- 1) Initial password will be provided separately:

| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
|                              |         |              |

- 2) Please follow all steps from 1 to 18 above, to cast your vote electronically.
- vi. Scrutinizer decision on the validity of the forms will be final. In the event a member casts his votes through both the processes, the votes in the electronically system would be considered and the Postal Ballot vote would be ignored.
  - vii. The e-voting period commences for AGM on 27<sup>th</sup> September 2015 at 9:00 AM and ends on 29<sup>th</sup> September, 2015 at 05:00 PM . During this period members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 23<sup>rd</sup> September , 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast, the member(s) shall not be allowed to change it subsequently.
  - viii. The Scrutinizer shall within a period of not exceeding 3(three) working days from conclusion of the e-voting period unblock the votes cast in the presence of at least 2(two) witnesses not in the employment of the Company and prepare a Scrutinizer's Report forthwith to the Chairman of the Company.
  - ix. The Results shall be declared on or after the date of the AGM. The Results declared along with the Scrutinizer. Report shall be placed on the website of CDSL within 2(two) days of passing of the Resolutions at the AGM of the Company and communicated to BSE Limited and Calcutta Stock Exchange where the shares are listed.

**Explanatory Statement Pursuant to section 102 of the Companies Act, 2013 and Pursuant to Clause 49 to the Listing Agreement**

**Item No. 4**

Pursuant to recommendation made by the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on March 31, 2015 had appointed Ms. Nirmal Garg (DIN 07145009) as an Additional Director (Non-executive & Independent) of the Company under Section 161 of the Companies Act 2013 (the 'Act'), who shall hold such office upto the date of the 21<sup>st</sup> Annual General Meeting of the Company. Her appointment is subject to the approval of the shareholders. The Company has received a notice from a member proposing Ms. Nirmal Garg as a candidate for the office of Director of the Company.

Ms. Nirmal Garg has furnished declarations to the Company under Section 149(7) of the Act, confirming that she meets the criteria prescribed for Non-executive & Independent Directors under subsection (6) of Section 149 of the Act as well as Clause 49 of the Listing Agreement. Ms. Nirmal Garg has also furnished to the Company (i) Consent to act as Director in DIR 2 pursuant to Rule 8 of Companies (Appointment and qualification of Directors) Rules, 2014 and (ii) Declaration of Non-disqualification in DIR 8 pursuant to Section 164 of the Act.

In the opinion of the Board, Ms. Nirmal Garg fulfills the conditions for her appointment as a Non-Executive & Independent Director as prescribed under the Act and Rules made thereunder and Clause 49 of the Listing Agreement.

Ms. Nirmal Garg is independent of the management.

Accordingly, it is proposed to appoint Ms. Nirmal Garg as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years effective March 31, 2015 and will not be liable to retire by rotation. A notice has been received from a member proposing Ms. Nirmal Garg as a candidate for the office of Director of the Company. In the opinion of the Board, the Company will immensely benefit with the varied experience and knowledge of Ms. Nirmal Garg.

The terms and conditions of appointment of Ms. Nirmal Garg as Non-executive & Independent Director shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Annual General Meeting.

Except Ms. Nirmal Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The brief profile of Ms. Nirmal Garg is mentioned below :

Ms. Nirmal Garg aged about 61 years, has over four decades of experience in financial sector, policy formulation, in She has experience in handling critical portfolios such as financial markets, management of government debt, foreign exchange management, management of forex reserves, banking regulations and supervision. Ms. Nirmal Garg guided the Company through diversification and growth to emerge as a world leader in the Software industry. Ms. Nirmal Garg is holding the post graduate degree. She does not hold any shares in the Company. She is neither director nor a member in the any of Board Committees of the other Companies

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

**Mr. Servesh Gupta  
Whole Time Director**

Date:04/09/2015  
Place: Noida

**Regd Office :**



H. No. 1/95/1/5-6 2nd Floor,  
Guttala Begumpet Near Kavuri Hills  
Phase 2 Madhapur Hyderabad, Andhra Pradesh - 500081  
INDIA

**ANNEXURE TO NOTICE**

**Information under clause 49 of the Listing Agreements regarding the Directors seeking re-appointment in the Annual General Meeting**

| <b>Particulars</b>                                 | <b>Mr. Servesh Gupta</b>  | <b>Ms. Nirmal Garg</b>              |
|--|---|-------------------------------------|
| Date of Birth                                      | 06/12/1980  | 08/03/1954                          |
| Date of Appointment                                | 01451093  | 31/03/2015                          |
| Relationship with Directors                        | Son of one Promoter Director i.e Mr. Satish Kumar Gupta   | None                                |
| Educational Qualification                          | Bachelor of Engineering   | Post Graduation                     |
| Experience & expertise in specific functional area | Experience in the field of Real Estate Development, Construction, Project & Construction Management.  | Vast Experience in the finance area |
| Board Membership of Companies as on March 31, 2015 | Maya Promoters Pvt Ltd<br>Yash Buildcon Pvt Ltd<br>S G Buildtech Pvt Ltd<br>SkG Tradelink Pvt Ltd<br>Usg Estate Pvt Ltd<br>Usg Buildcon Pvt Ltd<br>Luv Real Estate Pvt Ltd<br>Svkl Properties Pvt Ltd | None                                |

|   |  |      |
|---|--|------|
|   | Bhawna Realters Pvt Ltd<br>in-n-out highway motel pvt. Ltd.<br>Lakhanpur Coal Carriers Pvt Ltd<br>Gajraj Carriers Pvt Ltd<br>Merta Investment Pvt Ltd<br>Maya Promoters Pvt Ltd<br>Yash Buildcon Pvt Ltd |      |
| Chairman/Member of the Committee of the Board of directors as on March 31, 2015 | NIL  | None |
| Number of Shares held in the Company as on March 31, 2015                       | 1897365 & 4.81%  | None |