

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF
M/S USG TECH SOLUTIONS LIMITED HELD ON WEDNESDAY, 30TH DAY
OF SEPTEMBER 2015 AT 11:00 A.M AT ITS REGISTERED OFFICE**

Member Present:-

32 members present in person and proxy

Present

Directors

Mr. SATISH KUMAR GUPTA	Chairman
Mr. SERVESH GUPTA	Managing Director
Mr. UMESH SHARMA	Director
Ms. NIRMAL GARG	Director
Mr. SHIV KUMAR GUPTA	Director
Mr. ANIL KUMAR GUPTA	Director

Other Present:

Ms. Juhi Kathuria	Scrutinizer, Practicing Company Secretary in Whole Time
Mr. Prem Sharma	Chief Financial Officer
Ms. Ruchi Aggarwal	Company Secretary
Mr. Udit Aggarwal	Statutory Auditor

**CONVENING OF THE 16th ANNUAL GENERAL MEETING OF USG TECH
SOLUTIONS LIMITED**

Company Secretary welcomed the Members to the 16th Annual general Meeting of the company and requested to the Board of Directors to take their seats on the dais and requested the Chairman to conduct the proceedings as requisite quorum was present.

Mr. Satish Kumar Gupta, Chairman presided over the meeting and introduced the Directors on the dais to the members.


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CHAIRMAN'S SPEECH

Thereafter Chairman read the Chairman's speech which was already circulated to the members present in the meeting and conducted the proceeding of the Annual General Meeting.

Thereafter Chairman welcomed the questions and clarification from the shareholders on the business, operations and current situation of the Company and the same were clarified

The Chairman also informed the members that the register of Directors Shareholding was on the table before him and the same was available for inspection by the members.

The Chairman then welcome the members to give brief account of progress of the Company .The Chairman further discussed the business in Notice.

REGISTER OF MEMBERS AND DIRECTOR'S SHAREHOLDING


The register of members and Directors shareholding in Company were presented and kept open for the members.

E-voting and Poll Results

Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and the revised Clause 35 B of the Listing Agreement, The Company had provided E-voting facility to all the members holding shares of the company as on cut-off date 23rd September 2015 to enable them to cast their votes in respect of the resolution contained in notice of the meeting.

The Company has made arrangement with Central Depository Services Limited (CDSL) who provided the portal for e- voting. The remote e- voting period opened for 3 days. i.e. from 27th September 2015 to 29th September 2015. The Company has appointed Ms. Juhi Kathuria, Practicing Company Secretary in whole time act as Scruitinizer for carry out E-voting in a fair and transparent manner.

In the AGM, held on Wednesday the 30th Day of September 2015, Chairman proposed that to facilitate those members present at the AGM, either personally or by proxy, who had not cast their vote earlier by Remote E-voting, but who would like to vote at the AGM, were provided by the Ballot paper to enable them to vote in respect of items of business as set out in the Notice of the Meeting, Ms. Juhi Kathuria, Practicing Company Secretary


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in whole time Practice was appointed as Scrutinizer for conducting the poll by way of Postal Ballot papers.

Chairman hereby declare that the result of the voting on 01st October 2015, on the basis of the Combined report of the voting (i.e E- voting and Poll) submitted by the Ms. Juhi Kathuria , Scrutinizer. The result of the voting as follows:

AGENDA'S:-

The Meeting then took up for consideration the items on the Agenda:-

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS

The Chairman put the motion to vote on show of hands and declared the same carried unanimously.


THE RESULT OF THE E-VOTING ARE AS UNDER:

Particulars	No. Shares held by them	Evoting	
		No. of Votes Cast	% of total number of valid votes cast
Voted in Favour of Resolution	12784436	12784436	99.99
Voted in against of Resolution	50	50	0.01
Invalid Votes	Nil	Nil	Nil

The Results of Poll are as under:

(i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
32	2022


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(ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or by proxy) whose votes were declared	Total Number of votes cast by them
2	4

Result: Approved by requisite majority

2. RE-APPOINTMENT OF Mr. SERVESH GUPTA

Re-Appointment of Mr. SERVESH GUPTA (DIN 01451093) as director who retires by rotation at this meeting and being eligible, offers himself for re-appointment:-

THE RESULT OF THE E-VOTING ARE AS UNDER:

Particulars	No. Shares held by them	Evoting	
		No. of Votes Cast	% of total number of valid votes cast
Voted in Favour of Resolution	12784436	12784436	99.99
Voted in against of Resolution	50	50	0.01
Invalid Votes	Nil	Nil	Nil

The Results of Poll are as under:

(i) Voted in favour of the resolutions:


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Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2022	99.80

(ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or by proxy) whose votes were declared	Total Number of votes cast by them
2	4

Result: Approved by requisite majority

Item No. 3- Ordinary Resolution

Ratification of, fixing of Remuneration of the Statutory Auditors:-

THE RESULT OF THE E-VOTING ARE AS UNDER:

Particulars	No. Shares held by them	Evoting	
		No. of Votes Cast	% of total number of valid votes cast
Voted in	12784436	12784436	99.99

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Favour of Resolution			
Voted in against of Resolution	50	50	0.01
Invalid Votes	Nil	Nil	Nil

The Results of Poll are as under:

(i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2022	99.80

(ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or by proxy) whose votes were declared	Total Number of votes cast by them
2	4

Result: Approved by requisite majority

Special Business

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Item No. 4- Ordinary Resolution

Appointment of Ms. Nirmal Garg as an Independent Director of the Company to hold office for Five Consecutive years for a term up to 5 years

THE RESULT OF THE E-VOTING ARE AS UNDER:

Particulars	No. Shares held by them	Evoting	
		No. of Votes Cast	% of total number of valid votes cast
Voted in Favour of Resolution	12784436	12784436	99.99
Voted in against of Resolution	50	50	0.01
Invalid Votes	Nil	Nil	Nil

The Results of Poll are as under:

(i) Voted in favour of the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	2022	99.80

(ii) Voted against the resolutions:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

CG Tech Solution

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(iii) Invalid Votes

Number of members present and voting (in person or by proxy) whose votes were declared	Total Number of votes cast by them
2	4

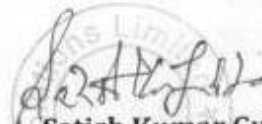
Result: Approved by requisite majority

Vote of Thanks

With Vote of Thanks to all the members by Chairman, the meeting was concluded.

Place: Noida

Date: 15th October 2015


Satish Kumar Gupta
(CHAIRMAN)



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