

Date: 23.11.2024

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

Scrip Code: 532402 ISIN: INE718B01017

Sub: Notice of Extra-ordinary General Meeting

Dear Sir/Madam,

This is to inform you that an Extra-Ordinary General Meeting (EGM) of **the Company** will be held on Monday, 16th December, 2024 at 03:00 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) without the physical presence of the members at the registered office.

The remote e-voting period begins on December 13, 2024 at 9:00 A.M. and ends on December 15, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Notice of Extraordinary General Meeting (EGM) of the Company is being enclosed and same is also available on Company's website i.e. www.usgtechsolutions.com

This is for your kind information and record.

Kindly take the above document on record and acknowledge.

Thanking You,

Yours faithfully,
For USG Tech Solutions Limited

Himanshi Rawat
Company Secretary & Compliance Officer

Date: 23/11/2024

Place: New Delhi

NOTICE OF Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of **USG Tech Solutions Limited** will be held on Monday, 16th December, 2024 at 03:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means to transact the following special business:

SPECIAL BUSINESS:

1. Appointment of Mr. Venu Gopal Reddy as an Independent Director of the Company

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

“RESOLVED THAT Mr. Venu Gopal Reddy who was appointed by the Board of Directors as an Additional Director of the Company, subject to the approval of his DIN, by ministry of corporate affairs with effect from November 12, 2024 and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT Mr. Venu Gopal Reddy who is eligible for appointment and meets the criteria of independence, be and is hereby appointed as an Independent Director of the Company, pursuant to the provisions of Articles of Association of the Company, to hold office for a term of 5 (Five) years commencing from November 12, 2024 to November 11, 2029 (both days inclusive), not liable to retire by rotation.”

2. INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for time being in force and as may be enacted from time to time) (“Act”) read with the Articles of Association of the Company (AOA), as agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee and sub-committee which the Board may have constituted or shall hereinafter constitute to exercise its powers including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company being INR 43,00,00,000/- (Indian Rupees Forty Three Crore only) divided into 4,30,00,000 (Four Crore Thirty Lakhs) shares of INR 10/- (Indian Rupees Ten only) each to INR **80,00,00,000/- (Indian Rupees Eighty Crores only)** consisting of 8,00,00,000 (Eight Crore) shares of INR 10/- (Indian Rupees Ten only) each;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. That the Authorised Capital of the Company is INR 80,00,00,000/- (Indian Rupees Eighty Crores only) divided into 8,00,00,000 (Eight Crore) shares of INR 10/- (Indian Rupees Ten only) each.”

3. APPROVAL TO ISSUE EQUITY SHARES ON RIGHTS BASIS TO THE EXISTING SHAREHOLDERS 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 Section 62(1)(a), 179(3), and any other applicable provisions of Companies Act 2013 read with rules thereunder (including any modifications or re-enactment thereof, for the time being in force), SEBI Regulations, as applicable, the consent of the shareholders of the Company be and is hereby accorded for Right Issue of Equity Shares upto the amount of INR 100,00,00,000 (Hundred Crores Only) to the existing shareholders in the ratio of their entitlement or any renunciation by them as on the record date as may be decided by the Board;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorize to take all necessary steps to implement the above resolutions, finalize terms, ratio and entitlement price and issue the letter of offer of rights and take all actions in connections with the further issue and allotment of shares to subscribers as applicable to give effect to above resolution.”

4. ADDITION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for addition to the Object Clause of the Memorandum of Association of the Company such that Object clause III (A) is as follows:

4.To develop, deal, trade, innovate, research in the field of artificial intelligence, cyber security, robotics, autonomous robots, Machine Learning, Media, Marketing online/offline, telecommunications, internet, other future technologies and skilling thereof;

5.To manufacture, buy, sell, trade in hydrogen fuel, drone, electric vehicles, waste to energy and develop hydrogen fuel-based products supporting the sustainable development & environment and skilling thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

5. TO PURCHASE THE BUSINESS OF DRG WE WATCH NETWORK PRIVATE LIMITED ("THE PRIVATE LIMITED COMPANY") BY WAY OF ACQUIRING SHARES.

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

"RESOLVED THAT it is in the best interests of the corporation to acquire 5000 shares (83.33% of total of share capital) of DRG WE WATCH NETWORK PRIVATE LIMITED ("The Private Limited Company");

RESOLVED FURTHER THAT, the acquisition of said shares is intended to be for a price of approximately Rs. 10/- (INR Ten) each share payable in cash;

RESOLVED THAT Mr. Servesh Gupta, Managing Director of the Company be and is hereby authorized to negotiate, execute, deliver and carry out on behalf of the Company an [Acquisition Agreement] (the "Agreement") with DRG WE WATCH NETWORK PRIVATE LIMITED, substantially in the form presented to the directors, but with such changes and additions as may deem to be in the best interests of the Company (such determination that a change or addition is in the best interests of the Company to be conclusively evidenced by such execution of the Agreement);

RESOLVED FURTHER Mr. Servesh Gupta, Managing Director of the Company be and is hereby authorized and directed to execute and deliver in connection with the closing of the transactions contemplated by the Agreement all documents and instruments required to be executed and/or delivered by this corporation pursuant to the Agreement or any transaction contemplated thereby, including but not limited to all exhibits to the Agreement, and to take all other action deemed to be reasonably necessary or appropriate to the negotiation, execution, or effectuation of the Agreement or any transaction contemplated thereby or entered into in connection therewith;

RESOLVED FURTHER Mr. Servesh Gupta, Managing Director of the Company be and is hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, shall deem necessary or advisable, to carry out the purposes of the foregoing resolutions;

RESOLVED FURTHER Mr. Servesh Gupta, Managing Director of the Company are authorized to take appropriate steps in accordance with applicable law to obtain approval of the principal terms of transactions authorized by these resolutions by the outstanding shares entitled to vote on it;

RESOLVED FURTHER that any actions taken by said director prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Company."

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

**SD/-
CS Himanshi Rawat
Company Secretary & Compliance officer**

Date: 12.11.2024

Place: Delhi

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses as set out in the EGM Notice is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to secretarial@usgtechsolutions.com
2. In accordance with the applicable MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the applicable MCA and SEBI Circulars as mentioned hereinabove, through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this EGM Notice.
4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/ OVAM are requested to send to the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the Meeting on their behalf.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Board of Directors of the Company has appointed M/s. Apoorv & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM in a fair and transparent manner.
8. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to provide their PAN details to their respective DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
9. In accordance with, the MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only in electronic mode to Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on Monday, December 09, 2024. As physical copy of the EGM Notice will not be sent by the modes permitted under Companies Act, 2013, the EGM Notice is available on the Company's website at <https://www.adityavision.in> and website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/>
10. Members desiring any information with regard to EGM are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act will be available for inspection by the Members in electronic mode during the

EGM. Members who wish to seek inspect, may send their request through an email at secretarial@usgtechsolutions.com up to the date of EGM.

12. PROCEDURE FOR REMOTE E-VOTING

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) The voting period begins on **13/12/2024 at 09.00 a.m.** and ends on **15/12/2024 at 05.00 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 Monday, December, 09th 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 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 & My Easi New (Token) 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting.

	<p>2) If the user is 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</p> <p>3) 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 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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 or joining virtual meeting & voting during the meeting.</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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

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 e-Voting and joining virtual meetings 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.
- 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 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"> • 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.
Dividend Bank Details OR 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"> • 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.

- (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 USG Tech Solutions Limited 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 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.
 - 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 delink 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 favour 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 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. Shareholders 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 secretarial@usgtechsolutions.com. 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 secretarial@usgtechsolutions.com. 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 attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 or call toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE "COMPANIES ACT") IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF USG TECH SOLUTIONS LIMITED

Item No: 1

The Board appointed Mr. Venu Gopal Reddy as an Additional Director designated as Non-Executive Independent Director of the Company at its meeting held on November 12, 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. Venu Gopal Reddy as an Independent Director for a term of 5 (five) years effective from November 12, 2024 to November 11, 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. Venu Gopal Reddy 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. Venu Gopal Reddy 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. Venu Gopal Reddy is independent of the management also. A brief profile of Mr. Venu Gopal Reddy 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 Ordinary resolution set forth in Item no. 1 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. Venu Gopal Reddy 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 No: 2

Members are requested to note that presently, the Authorised Share Capital of the Company is INR 43,00,00,000/- (Rupees Fourth three Crore Only) divided into 4,30,00,000 (Four Crore Thirty Lakhs) equity shares of INR 10/- (Rupees Ten Only) each out of which the Issued, Subscribed and Paid-up Share Capital of the Company is INR 39,41,42,100/-

Members are requested to note that to enable the Company for further issue of Equity Shares, it is proposed to increase the Authorised Share Capital of the Company from 43,00,00,000/- (Rupees Four crore thirty Lakhs only) divided into 4,30,00,000 (Four Crore Thirty Lakhs) equity shares of INR 10/- (Rupees Ten Only) each to 80,00,00,000/- (Rupees Eighty Crore only) divided into 8,00,00,000 (Eight crore only) equity shares of INR 10/- (Rupees Ten Only), by addition of 3,70,00,000 (Three Crore Seventy Lakhs only) Equity shares of Rs.10/- each.

Increase in Authorised Share Capital would necessitate amendment to the Clause-V of the Memorandum of Association of the Company and require member's approval by passing an Ordinary Resolution.

None of the directors and key managerial personnel of the Company and their relatives are interested in this resolution.

The Board recommends the passing of resolution set out in Item No. 1 as an Ordinary Resolution.

Item No: 3

The Board of Directors of the Company in their meeting held on 12.11.2024 approved the issue of equity shares upto Rs.100 Cr. to existing shareholders on Rights basis pursuant to the provisions of applicable laws and subject to such further approval of regulatory/statutory authority as may be required.

The Objective of the issue is to raise funds for fulfilling working capital requirements of the Company. The Company has started dealing in the business of acquiring, precious, Semi-Precious metals, stones and to buy, sell and deal in wholesale and retail, import and export in bullion, articles made of precious and semi-precious metals, stones articles of virtue and objects of art.

None of the directors and key managerial personnel of the Company and their relatives are interested in this resolution

The Board recommends the resolution and accompanying notice for the approval of the members of the company as an Ordinary Resolution.

Item No: 4

The primary objective of amending the Object Clause of the Memorandum of Association (MOA) is to align the company's activities with its evolving business strategy and market opportunities. This amendment will expand the scope of our operations, reflecting our commitment to not only manufacturing and dealing in Information technology and software developments but also enhancing our engagement in the rapidly growing sectors of Artificial Intelligence, robotics, Telecommunication as well as internet.

The existing Object Clause of our MOA restricts our activities to a limited range of operations, primarily focusing on specific aspects of the technology and its advancement.

The proposed amendment aims to broaden our scope and include the following activities:

1. To develop, deal, trade, innovate, research in the field of artificial intelligence, cyber security, robotics, autonomous robots, Machine Learning, Media, Marketing online/offline, telecommunications, internet, other future technologies and skilling thereof;
2. To manufacture, buy, sell, trade in hydrogen fuel, drone, electric vehicles, waste to energy and develop hydrogen fuel-based products supporting the sustainable development & environment and skilling thereof.

The proposed amendment to the Object Clause is a strategic move designed to enhance our business capabilities, support sustainability initiatives, and capitalize on growth opportunities in the advance technology. We believe these changes will drive our long-term success and align with our vision of being a leading provider of innovative energy solutions.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by addition in Clause III (A).

The Board at its meeting held on September 12, 2024 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Item No: 5

The Company and DRG WE WATCH NETWORK PRIVATE LIMITED (“The Private Limited Company”) both are engaged in the same kind of business activities and having common management. The management believes that consolidation of business of both the entities would lead to combination of resources of the Company and the Partnership Firm which ultimately would result in synergy benefits from finance and commercial perspective.

In view of this, it has been proposed to acquire the Business of the Private limited Company as a going concern by way acquiring 83.33% of equity shares of the private Company that is 5000 equity shares at Rs. 10/- each amounting to the total value of INR 5 Lakhs, the consideration for which will be discharged by the Company in cash, as per the terms and conditions mentioned in the Business Transfer Agreement (“BTA”) to be executed between the Company and the Private Limited Company.

The Business Transfer Agreement (“BTA”) shall be effective upon the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

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

Date: 12.11.2024

Place: Delhi

SD/-

**CS Himanshi Rawat
Company Secretary & Compliance officer**

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:

1. Appointment of Mr. Venu Gopal Reddy as an Independent Director for a period of five years w.e.f. 12th November, 2024

S.No.	Particulars	Details
1.	Name	Mr. Venu Gopal Reddy
2.	Reason for change	Appointment as Independent Director, Subject to approval of DIN.
3.	Date of appointment	Subject to approval of DIN.
4.	Brief Profile	<p>Mr. Venu Gopal Reddy is an Entrepreneurial and driven Chief Executive, with 23+ years of leading industry expertise in founding numerous companies in domestic and international marketplaces. Facilitator and builder of world-class technology management and product development teams, with specialty in both start-up and scaled growth stages. Proven fundraising and networking skills, building fruitful partnerships with hundreds of clients and delivering multimillion-dollar bottom-line growth.</p> <p>He is having experience with the foreign Companies and is willing to share his experience with our Company subject to the approval of allotment of DIN by MCA.</p>
5.	Relationship between Directors	None

Annexure-II

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S.No.	Requirement of the Disclosures	Details
1.	Name of the target entity, details in brief Such as size, turnover etc.;	<p>DRG WE WATCH NETWORK PRIVATE LIMITED is a Private Limited Company having its registered office at PLOT NO.83, F/F, BLOCK B INDIRA PARK, NAJAFGARH, South West Delhi, India, 110043. It belongs to the same Group of USG Tech Solutions Limited.</p> <p>The Private Company is engaged in the business of designing and developing a Product <i>WE WATCH</i>, which is a <i>Hyper Local Networking Platform for Information, Social Service, Social Networking, Entertainment, Group chatting, Employment and Education</i>, which will provide multiple services under one roof.</p> <p>The turnover/revenue of the target Company for the previous three financial years are as below: FY2023-24: NIL FY2022-23: NIL FY2021-22: NIL</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies has any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length."	No
3.	Industry to which the entity being acquired belongs;	The private Company provides services in media and entertainment, mobile Applications, web-based technology.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Our Company and the Private Company, both are engaged in the same kind of business activities. The management believes that consolidation of business of both the entities would lead to combination of resources of both the Companies which ultimately would result in synergy benefits from finance and commercial perspective.

5.	Brief details of any governmental or regulatory approvals required for the acquisition;	NA
6.	Indicative time period for completion of the acquisition;	3 months or such higher time as mutually agreed between the parties.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	The consideration for such acquisition will be discharged by the Company by way of acquiring equity shares of the private Company i.e 50,000 (Fifty Thousand equity shares) of Rs. 10/- (INR Ten) each amounting Rs. 5,00,000/- (INR Five Lakhs only), as per the terms and conditions mentioned in the Business Transfer Agreement ("BTA") to be executed between the Company and the Private Limited Company.
8.	Cost of acquisition or the price at which the shares are acquired;	Cost of acquisition or the price at which the shares are acquired will be Rs. 5,00,000/- (INR Five Lakhs only) in lieu of 50,000 (Fifty Thousand equity shares) having face value of INR 10/- each of the private Company.
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	To acquire the Business of the Private limited Company as a going concern by way acquiring 83.33% of equity shares of the private Company that is 5000 equity shares at Rs. 10/- each amounting to the total value of INR 5 Lakhs, the consideration for which will be discharged by the Company in cash, as per the terms and conditions mentioned in the Business Transfer Agreement ("BTA") to be executed between the Company and the Private Limited Company.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	DRG WE WATCH NETWORK PRIVATE LIMITED is a Private Limited Company incorporated and domiciled in India. It was formed on 08th May, 2019. The Private Company is engaged in the business of designing and developing a Product <i>WE WATCH</i> , which is a <i>Hyper Local Networking Platform for Information, Social Service, Social Networking, Entertainment, Group chatting, Employment and Education</i> , which will provide multiple services under one roof.



		The turnover/revenue of the target Company for the previous three financial years are as below: FY2023-24: NIL FY2022-23: NIL FY2021-22: NIL
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