

30/09/2024

To,

BSE Limited, Phiroze Jeejeebhoy, **Towers Dalal Street,** Mumbai - 400001 Scrip Code: 532402

The General Manager Listing Exchange CSE Limited 7, Lyons Range Kolkata - 700001

Sub: Sub: Scrutinizer Report and details of Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), please find enclosed following disclosures in relation to the 25th Annual General Meeting of the Company held on September 27th, 2024.

- 1. Voting Results in the format prescribed under Regulation 44 of SEBI Regulations; and
- 2. Scrutinizer's Report on e-voting at AGM.

The above is for your information and kind records.

Thanking you, Yours faithfully

For USG Tech Solutions Limited

i Rawat/

Himansh Digitally signed by Himanshi Rawat Date: 2024.09.30 14:13:16 +05'30'

Himanshi Rawat

Company Secretary & Compliance officer Email Id: Secretarial@usgtechsolutions.com



Home

Validate

Import XML

General information about company						
Scrip code	532402					
NSE Symbol						
MSEI Symbol						
ISIN	INE718B01017					
Name of the company	USG TECH SOLUTIONS LIMITED					
Type of meeting	AGM					
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2024					
Start time of the meeting	11:00 AM					
End time of the meeting	11:45 AM					

Prev

Next

Home

Validate

Scrutinizer Deta	ails
Name of the Scrutinizer	APOORV SRIVASTAVA
Firms Name	APOORV & ASSOCIATES
Qualification	CS
Membership Number	F12734
Date of Board Meeting in which appointed	14-08-2024
Date of Issuance of Report to the company	28-09-2024

Prev

Next

Home Validate

Voting results	
Record date	20-09-2024
Total number of shareholders on record date	3927
No. of shareholders present in the meeting either in person or through property	ку
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	16
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes

Prev

			Res	olution (1)				
	Reso	lution required: (Ord	linary / Special)			Ordinary		
Whether p	romoter/promoter group are in	nterested in the ager	ida/resolution?			No		
Description of resolution considered				Adoption of audi	ted financial statem with board	ents for the financ and auditors repor		ch 31, 2024 along
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		8209050	100.0000	8209050	. 0	100.0000	0.0000
Promoter and	Poll	8209050	0	0.0000	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8209050	8209050	100.0000	8209050	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		140755	100.0000	140520	235	99.8330	0.1670
Public- Non	Poli	140755	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	140755	140755	100.0000	140520	235	99.8330	0.1670
	Total 8349805 8349805 100.0000 8349570 235						99.9972	0.0028
				W	hether resolution is	Pass or Not.	Ye	es
					Disclosure of no	otes on resolution	Add N	lotes

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group	0				
Public Insitutions	0				
Public - Non Insitutions	0				

			Reso	olution (2)					
	Reso	lution required: (Ord	inary / Special)			Ordinary			
Whether pr	romoter/promoter group are in	terested in the agen	da/resolution?	No					
Description of resolution considered				To consider and ap	opoint Ms. Ashima G eligible offe	upta (DIN: 077958 ers herself for re-ap	THE PARTY OF THE P	rotation and being	
Category	Mode of voting	Mode of voting No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in . favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
	100	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting	8209050	8209050	100.0000	8209050	0	100.0000	0.0000	
Promoter and	Poll		0	0.0000	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	o	
	Total	8209050	8209050	100.0000	8209050	0	100.0000	0.0000	
	E-Voting	0	0	0	0	0	0.0000	0.0000	
Public-	Poll		0	0	0	0	0.0000	0.0000	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
	E-Voting		140755	100.0000	140520	235	99.8330	0.1670	
Public- Non	Poll	140755	0	0.0000	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	140755	140755	100.0000	140520	235	99.8330	0.1670	
	Total 8349805 8349805 100.0000 8349570 235						99.9972	0.0028	
				W	hether resolution is	Pass or Not.	Ye	es	
		1			Disclosure of n	otes on resolution	Add N	lotes	

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group	0				
Public Insitutions	0				
Public - Non Insitutions	0				

			Reso	olution (3)						
	Resol	ution required: (Ord	inary / Special)	Special						
Whether pr	omoter/promoter group are in	terested in the agen	da/resolution?			No				
Description of resolution considered				Appointment of I	Ms. Shikha, (DIN: 070 Bo	013436) as a non-el bard of the Compan		nt director on the		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E-Voting	8209050	8209050	100.0000	8209050	. 0	100.0000	0.0000		
Promoter and	Poll		0	0.0000	0	0	0	0		
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	Total	8209050	8209050	100.0000	8209050	0	100.0000	0.0000		
	E-Voting		0	0	0	0	0.0000	0.0000		
Public-	Poll	0	0	0	0	0	0.0000	0.0000		
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000		
	Total	0	0	0.0000	0	0	0.0000	0.0000		
	E-Voting		140755	100.0000	140520	235	99.8330	0.1670		
Public- Non	Poll	140755	0	0.0000	0	0	0	С		
nstitutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	Ç		
	Total	140755	140755	100.0000	140520	235	99.8330	0.1670		
	Total	8349805	8349805	100.0000	8349570	235	99.9972	0.0028		
				W	hether resolution is	Pass or Not.	Y	es		
		\ \			Disclosure of r	notes on resolution	Add I	lotes		

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group	0				
Public Institutions	0				
Public - Non Institutions	0				

			Res	olution (4)					
	Reso	lution required: (Ord	inary / Special)			Special			
Whether pr	romoter/promoter group are in	nterested in the agen	da/resolution?	No					
Description of resolution considered			Appointment of N	Vr. Deepak Gupta, (۱ on th	DIN: 08447287) as a Board of the Com		ependent director		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour .	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting	8209050	8209050	100.0000	1998725	6210325	24.3478	75.6522	
Promoter and	Poll		0	0.0000	0	0	0		
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0		
	Total	8209050	8209050	100.0000	1998725	6210325	24.3478	75.6522	
	E-Voting		0	0	0	0	0.0000	0.0000	
Public-	Poll	0	0	0	0	0	0.0000	0.0000	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
	E-Voting		140755	100.0000	140520	235	99.8330	0.1670	
Public- Non	Poli	140755	0	0.0000	0	0	0		
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	(
	Total	140755	140755	100.0000	140520	235	99.8330	0.1670	
	Total	8349805	100.0000	2139245	6210560	25.6203	74.3797		
				W	hether resolution is	Pass or Not.	N	lo	
			1		Disclosure of r	otes on resolution	Add N	Votes	

Details of Invalid Votes				
Category	No. of Votes			
Promoter and Promoter Group	0			
Public Institutions	0			
Public - Non Insitutions	0			

			Resi	olution (5)					
	Reso	lution required: (Ord	linary / Special)	Órdinary					
Whether pr	romoter/promoter group are in	nterested in the agen	ida/resolution?	Yes					
		Description of resolut	tion considered	Approval of	related party transa a Foreign Wholly	ction with M/s Ret Owned subsidiary		ems Pty Ltd,	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting	8209050	8209050	100.0000	8209050	0	100.0000	0.000	
Promoter and	Poll		0	0.0000	0	0	0		
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0		
	Total	8209050	8209050	100.0000	8209050	0	100.0000	0.000	
	E-Voting	0	0	0	0	0	0.0000	0.000	
Public-	Poll		0	0	0	0	0.0000	0.000	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.000	
	Total	0	0	0.0000	0	0	0.0000	0.000	
	E-Voting		140755	100.0000	140520	235	99.8330	0.1670	
Public- Non	Poll	140755	0	0.0000	0	0	0		
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	(
	Total	140755	140755	100.0000	140520	235	99.8330	0.1670	
	Total	8349805	100.0000	8349570	235	99.9972	0.0028		
				W	hether resolution is	Pass or Not.	Y	es	
		W-W	- X		Disclosure of r	otes on resolution	Add N	lotes	

Details of Invalid Votes		
Category	No. of Votes	
Promoter and Promoter Group	8209050	
Public Institutions	0	
Public - Non Institutions	0	

			Resc	olution (6)				
	Reso	lution required: (Ord	inary / Special)			Ordinary		
Whether pr	romoter/promoter group are in	nterested in the agen	da/resolution?			Yes		
		Description of resolut	ion considered	Approva	al of related party to Limited, a Wholl	ansaction with M/s y Owned subsidiary		s Private
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		8209050	100.0000	8209050	0	100.0000	0.0000
Promoter and	Poll	8209050	0	0.0000	0	0	0	0
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8209050	8209050	100.0000	8209050	0	100.0000	0.0000
	E-Voting		0	0	0	0	0.0000	0.0000
Public-	Poll	0	0	0	0	0.0000	0.0000	
Institutions	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting		140755	100.0000	140520	235	99.8330	0.1670
Public- Non	Poll	140755	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	140755	140755	100.0000	140520	235	99.8330	0.1670
	Total	8349805	8349805	100.0000	8349570	235	99.9972	0.0028
				W	hether resolution is	Pass or Not.	Y	es
					Disclosure of r	notes on resolution	Add N	lotes

Details of Invalid Votes		
Category	No. of Votes	
Promoter and Promoter Group	8209050	
Public Insitutions	0	
Public - Non Insitutions	0	



APOORV & ASSOCIATES COMPANY SECRETARIES

SCRUTINIZER'S REPORT

To. The Chairman USG TECH SOLUTIONS LIMITED H.NO:9/HIG-A&10/HIG, Vasista Bhavan, 4th Floor, APHB Colony, Indira Nagar, Gachibowli NA Hyderabad Hyderabad TG 500032 IN

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the Twenty-fifth Annual General Meeting of Usg Tech Solutions Limited held on Friday, September 27, 2024 at 11.00 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

Dear Sir

I, Apoorv Srivastava, Proprietor of Apoorv & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of USG Tech Solutions Limited ("the company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Twenty- Fifth Annual General Meeting ('AGM') of USG Tech Solutions Limited on Friday, September 27, 2024 at 11.00 a.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated August 14, 2024, convening the AGM, as confirmed by the Company in respect of the below mentioned resolutions passed at the AGM of the Company along with Integrated Annual Report 2023-2024 was sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, in compliance with the MCA circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and the latest being October 7, 2023 unless any Member has requested for a physical copy of the same.

The Notice and Integrated Annual Report 2023-2024 was also uploaded on the Company website www.usgtechsolutions.com, websites of the Stock Exchange i.e. BSE Limited SECRE at www.bseindia.com

The Company had availed the e-voting facility offered by CDSL for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Tuesday, 24/09/2024 at 09.00 a.m. and ended on Thursday, 26/09/2024 at 5.00 p.m. and the CDSL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the Shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier

The Shareholders of the Company holding shares as on the "cut-off" date Friday, 20/09/2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in presence of two witness Ms. Priya Verma and Mr. Shaurya Pratap Singh who were not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence

(Priva Verma)

(Shaurya-Pratap Singh)

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act, 2013 and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

RESULT OF REMOTE E VOTING AND EVOTING DURING AGM

Resolution 1: Ordinary Resolution

1. Adoption of Audited Financial Statements for the Financial year ended March 31, 2024

Voted in 'FAVOUR' of the Resolution:

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
52	8349570	99.99

Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
11	235	0.01

Voted INVALID:

Number of members whose vote were declared invalid	Number of invalid votes cast by them
NIL NIL	NIL

Result: Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 1 of the Notice of the Annual General Meeting has been passed with requisite majority as an "Ordinary Resolution" within the meaning of Section 114(1) of the Companies Act, 2013.

B) Resolution No.2: Ordinary Resolution

To consider and appoint Ms. Ashima Gupta (DIN: 07795866), who retires by rotation and being eligible offers herself for re-appointment

Voted in 'FAVOUR' of the Resolution:

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
52	8349570	99.99

Voted 'AGAINST' the Resolution



Number of Members voted	Number of valid votes east by them	% of total members of valid votes cast
11	235	0.01

Voted INVALID:

Number of members whose vote were declared invalid	Number of invalid votes cast by them
NIL	NIL

Result: Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 2 of the Notice of the Annual General Meeting has been passed with requisite majority as an "Ordinary Resolution" within the meaning of Section 114(1) of the Companies Act, 2013.

Special Business:

C) Resolution No.3: Special Resolution

Appointment of Ms. Shikha, (DIN: 07013436) as a non-executive independent director on the Board of the Company

Voted in 'FAVOUR' of the Resolution:

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
52	8349570	99.99

Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
11	235	0.01

Voted INVALID:

Number of members whose vote we declared invalid	re Number of invalid votes cast by them
NIL NIL	NIL



Result: Based on the aforesaid result, we report that the votes cast by the members in favour of the special resolution are more than three times the votes cast against the resolution, the proposed special resolution at Item No. 3 of the Notice of the Annual General Meeting has been passed with requisite majority as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013.

D) Resolution No.4: Special Resolution

Appointment of Mr. Deepak Gupta, (DIN: 08447287) as a non-executive independent director on the Board of the Company

Voted in 'FAVOUR' of the Resolution:

Number of Members voted	Number of valid votes cast by them 2139245	% of total members of val	
49		25.62	

Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast	
	The state of the s	74.38	
14	6210560		

Voted INVALID:

Number of members whose vote were		Number of invalid votes cast by them	
declared invalid NIL			NIL

Result: Based on the aforesaid result, we report that the votes cast by the members in favour of the special resolution are not more than three times the votes cast against the resolution, the proposed special resolution at Item No. 4 of the Notice of the Annual General Meeting has not been passed

E) Resolution No.5: Ordinary Resolution

APPROVAL OF RELATED PARTY TRANSACTION

Voted in 'FAVOUR' of the Resolution:

Number of Members voted	Number of valid votes cast by them 140520	% of total members of valid votes cast 99.83
47		



Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
11	235	0.17

*Voted INVALID:

		Number of invalid votes cast by them
declared invalid		8209050

Result: Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 5 of the Notice of the Annual General Meeting has been passed with requisite majority as an "Ordinary Resolution" within the meaning of Section 114 (1) of the Companies Act, 2013

F) Resolution No.6: Ordinary Resolution

APPROVAL OF RELATED PARTY TRANSACTION

Voted in 'FAVOUR' of the Resolution:

Number of Members voted	Number of valid votes cast by them 140520	% of total members of valid votes cast 99.83
47		

Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of vali votes cast	
	235	0.17	
11			

*Voted INVALID:

a I whose vote were	Number of invalid votes cast by them
Number of members whose vote were	
declared invalid	8209050
5	& ASS

Result: Based on the aforesaid result, we report that the votes cast by the members in favour of the ordinary resolution are more than the votes cast against the resolution, the proposed ordinary resolution at Item No. 6 of the Notice of the Annual General Meeting has been passed with requisite majority as an "Ordinary Resolution" within the meaning of Section 114(1) of the Companies Act, 2013

*Shareholders vote considered invalid due to voting by related parties restricted to vote in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 and shareholders vote considered invalid for those who abstained from voting through remote electronic voting process

Date:28/09/2024 Place: Kanpur

For Aport & Associates Company Secretaries

CS Appory Srivastava

Proprietor

M. No.: F12734, C.P. No.: 21063 Unique Code Number S2018UP633000 Peer Review Certificate No:4064/2023 UDIN: F012734F001364403

SERVES Digitally signed ounter signed by by SERVESH GUPTA Date:

GUPTA 2024.09.30 14:16:08 +09'00'

Chairman of the AGM of the Company