

18/12/2024

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, please find enclosed herewith the details of the voting results of Extraordinary General Meeting (EGM) of the Company held on 16th December, 2024 in the prescribed format. All the resolutions as set out in the notice convening EGM were approved by the members of the Company with requisite majority.

We also enclose herewith a copy of Scrutinizer's Report issued by the Mr. Apoorv Srivastava (C.P. No 21063), proprietor of M/s Apoorv & Associates, Company Secretaries.

The above is for your information and kind records.

Thanking you,
Yours faithfully

For USG Tech Solutions Limited

Himanshi Digitally signed by
Himanshi Rawat
Rawat Date: 2024.12.18
14:38:04 +05'30'

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

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				1. Appointment of Mr. Venu Gopal Reddy as an Independent Director of the Company				
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
Promoter and Promoter Group	E-Voting	8209050	5560349	67.7344	5560349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8209050	5560349	67.7344	5560349	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	31205160	1124504	3.6036	1124504	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31205160	1124504	3.6036	1124504	0	100
Total		39414210	6684853	16.9605	6684853	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in authorised share capital and alteration of capital clause of the memorandum of association of the Company				
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
Promoter and Promoter Group	E-Voting	8209050	5560349	67.7344	5560349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8209050	5560349	67.7344	5560349	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	31205160	1124504	3.6036	1124504	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	31205160	1124504	3.6036	1124504	0	100	0
Total		39414210	6684853	16.9605	6684853	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval to issue equity shares on rights basis to the existing shareholders of the Company				
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
Promoter and Promoter Group	E-Voting	8209050	5560349	67.7344	5560349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8209050	5560349	67.7344	5560349	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	31205160	1124504	3.6036	1124504	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	31205160	1124504	3.6036	1124504	0	100	0
Total		39414210	6684853	16.9605	6684853	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Addition to the object clause of the memorandum of association of the Company				
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
Promoter and Promoter Group	E-Voting	8209050	5560349	67.7344	5560349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8209050	5560349	67.7344	5560349	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	31205160	1124504	3.6036	1124504	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		31205160	1124504	3.6036	1124504	0	100
Total		39414210	6684853	16.9605	6684853	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To purchase the business of DRG We Watch Network Private Limited ("the Private Limited Company") by way of acquiring shares				
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
Promoter and Promoter Group	E-Voting	8209050	5560349	67.7344	5560349	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8209050	5560349	67.7344	5560349	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	31205160	1124504	3.6036	1124504	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	31205160	1124504	3.6036	1124504	0	100	0
Total		39414210	6684853	16.9605	6684853	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



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: 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 Extra-Ordinary General Meeting of Usg Tech Solutions Limited held on Monday, 16th December, 2024 at 03:00 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

Dear Sir(s)

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 Extra-Ordinary General Meeting ('EGM') of Usg Tech Solutions Limited held on Monday, 16th December, 2024 at 03:00 P.M. (IST) through VC/OAVM.

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

The notice dated November 12, 2024, convening the EGM, as confirmed by the Company in respect of the below mentioned resolutions passed at the EGM of the Company

The Notice was also uploaded on the Company's website www.usgtechsolutions.com, websites of the Stock Exchange i.e. BSE Limited 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 Friday, 13/12/2024 at 09.00 a.m. and ended on Sunday, 15/12/2024 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 EGM through VC/OAVM and who had not cast their vote earlier



The Shareholders of the Company holding shares as on the "cut-off" date Monday, 09/12/2024 were entitled to vote on the resolutions as contained in the Notice of the EGM.

After the closure of remote e-voting at the EGM, the report on remote e-voting done during the EGM and the votes cast under remote e-voting facility prior to the EGM 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


(Priya Verma)


(Shaurya Pratap Singh)

I have scrutinized and reviewed the remote e-voting prior to and during the EGM 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 EGM. 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 EGM in respect of the said resolutions.

RESULT OF REMOTE E VOTING AND EVOTING DURING EGM

Special Business:

Resolution 1: Ordinary Resolution

1. APPOINTMENT OF MR. VENU GOPAL REDDY AS AN INDEPENDENT DIRECTOR 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
24	6684853	100

Voted 'AGAINST' the Resolution



Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
NIL	NIL	NIL

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. 1 of the Notice of the Extra-Ordinary 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

INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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
24	6684853	100

Voted '**AGAINST**' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
NIL	NIL	NIL

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 Extra-Ordinary General Meeting has been passed with requisite majority as an "Ordinary Resolution" within the meaning of Section 114(1) of the Companies Act, 2013.

C) Resolution No.3: Special Resolution

APPROVAL TO ISSUE EQUITY SHARES ON RIGHTS BASIS TO THE EXISTING SHAREHOLDERS 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
24	6684853	100

Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
NIL	NIL	NIL

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 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 Extra-Ordinary 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

ADDITION TO THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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
24	6684853	100



Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
NIL	NIL	NIL

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 special resolution are more than three times the votes cast against the resolution, the proposed special resolution at Item No. 4 of the Notice of the Extra-Ordinary General Meeting has been passed with requisite majority as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013.

E) Resolution No.5: Special Resolution

To Purchase the Business of DRG WE WATCH NETWORK PRIVATE LIMITED ("THE PRIVATE LIMITED COMPANY") By way of acquiring shares

Voted in 'FAVOUR' of the Resolution:

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
24	6684853	100

Voted 'AGAINST' the Resolution

Number of Members voted	Number of valid votes cast by them	% of total members of valid votes cast
NIL	NIL	NIL

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 special resolution are more than three times the votes cast against the resolution, the proposed special resolution at Item No. 5 of the Notice of the Extra-Ordinary General Meeting has been passed with requisite majority as a "Special Resolution" within the meaning of Section 114(2) of the Companies Act, 2013.

Date: 17/12/2024
Place: Kanpur

For Apoorv & Associates
Company Secretaries



CS Apoorv Srivastava
Proprietor

M. No.: F12734, C.P. No.: 21063
Unique Code Number S2018UP633000
Peer Review Certificate No:4064/2023
UDIN: F012734F003411723

Counter signed by

SERVESH
GUPTA

Digitally signed by
SERVESH GUPTA
Date: 2024.12.18
14:19:52 +09'00'

Chairman of the EGM of the Company