



# USG Tech Solutions Limited

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 2011 - 2012 ■ ■ ■ ■ ■ ■ ■ ■ ■ ■  
 13TH ANNUAL REPORT



USG Tech

*Futuristic Solutions...*

**CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	:	Mr. Prem Gupta - Managing Director Mr. Servesch Gupta Mr. Satish Kumar Gupta Mr. Umesh Bhat Mr. Anil Kumar Gupta Mr. Umesh Sharma Mr. Vickram Jaidka
<b>COMPANY SECRETARY</b>	:	Mr. G. S. Monga
<b>AUDITORS</b>	:	M/s PVR-N & Co., Chartered Accountants
<b>BANKERS</b>	:	HDFC Bank, New Delhi HDFC Bank, Noida IDBI Bank, New Delhi
<b>REGISTRAR AND TRANSFER AGENT</b>	:	M/s Bigshare Services Private Limited, E-2/3, Ansal Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072
<b>REGISTERED OFFICE</b>	:	H.No. 1/95/1/5-6 2nd Floor, Guttala Begumpet near Kavuri Hills Phase 2, Madhapur Hyderabad – 500081.

13th Annual General Meeting on Wednesday, the 19th day of September, 2012 at H.No. 1/95/1/5-6  
2nd Floor Guttala Begumpet near Kavuri Hills Phase 2 Madhapur, Hyderabad – 500081

**CONTENTS**

Notice.....	1
Directors' Report.....	9
Annexure to Directors' Report .....	11
Management Discussion and Analysis Report .....	12
Corporate Governance Report .....	14
Auditors' Report.....	22
Balance Sheet as at 31st March, 2012.....	25
Profit and Loss Account for the year ending 31st March, 2012 .....	26
Cash Flow Statement .....	27
Significant Accounting Policies .....	28
Notes forming part of Financial Statements .....	30

## **NOTICE**

Notice is hereby given that the Thirteen Annual General Meeting of the Members of USG Tech Solutions Limited is scheduled to be held on Wednesday, the 19th day of September, 2012 at 16:00 Hrs at the Registered Office of the Company at H.No. 1/95/1/5-6 2nd Floor Guttala Begumpet near Kavuri Hills Phase 2 Madhapur Hyderabad – 500081, to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and Profit & Loss Account for the period from 1st April, 2011 to 31st March, 2012 together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Umesh Bhat, who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Satish Kumar Gupta, who retires by rotation and being eligible, seeks re-appointment.
4. To appoint Statutory Auditors of the Company, to hold the office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**“RESOLVED THAT M/s PVR-N & Co., Chartered Accountants,** retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the date of conclusion of ensuing Annual General Meeting till the date of conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed upon among themselves.”

### **Special Business:**

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution:  
**“RESOLVED THAT** Mr. Anil Kumar Gupta, who was appointed as an Additional Director in the meeting of Board of Directors held on 11th November, 2011, pursuant to Section 260 and other applicable provisions of the Companies Act, 1956 and Articles of Association of the Company to hold the office up to the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from the member as required under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, whose office shall be liable for determination through retirement by rotation.
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution:  
**“RESOLVED THAT** Mr. Umesh Sharma, who was appointed as an Additional Director in the meeting of Board of Directors held on 9th July, 2012, pursuant to Section 260 and other applicable provisions of the Companies Act, 1956 and Articles of Association of the Company to hold the office up to the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from the member as required under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, whose office shall be liable for determination through retirement by rotation.
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution:  
**“RESOLVED THAT** Mr. Vickram Jaidka, who was appointed as an Additional Director in the meeting of Board of Directors held on 14th August, 2012, pursuant to Section 260 and other applicable provisions of the Companies Act, 1956 and Articles of Association of the Company to hold the office up to the ensuing Annual General Meeting and in respect of whom the Company has received notice in writing from the member as required under Section 257 of the Companies Act, 1956, proposing his candidature for the office of the Director, be and is hereby appointed as Director of the Company, whose office shall be liable for determination through retirement by rotation.
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:  
**“Resolved That** pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 (hereinafter referred to as “the Act”) and other applicable provisions of the Act, if any, and subject to the provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Government of India (“GOI”), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory

and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Director of the Company (hereinafter referred to as “the Board” which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution); the consent of the members of the Company be and is hereby accorded to the Board to create, issue and allot up to 70,49,200 (seventy lacs forty nine thousand two hundred) Equity Shares of a face value of Rs. 10/- each of the Company, at an issue price of Rs. 13/- (Rupees thirteen only) per share, by way of preferential allotment to various non-promoters persons, as per the terms and conditions given in the Explanatory Statement annexed to this notice, which, inter-alia, include:

- a. Issue of upto 70,49,200 Equity Shares to the following non-promoter persons:

S.No.	Name of the proposed allottees	Number of Equity Shares
1	RIS Group Ltd.	40,00,000
2	Mr. Pranav Gupta	30,49,200
	<b>Total</b>	<b>70,49,200</b>

- b. The Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- c. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is Friday, 17th August, 2012.

**Resolved Further That** the Board of Directors of the Company, be and is hereby authorized to reduce, change or modify the number of Equity Shares to be issued (including to change the proposed allottees by adding new allottees, deleting one or more allottees as given in the proposed resolution and replacing the proposed allottees with on or more new names, to change the number of shares to be allotted by way of increasing or reducing the total number of shares to be allotted, to increase or reduce the number of shares to be allotted to each allottee), to finalize and modify the terms and conditions, quantum, timings and all other matters relating to the issue and allotment of the aforesaid preferential issue equity shares, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities & Exchange Board of India (the SEBI), Stock Exchange(s) or other authorities, or that may otherwise be deemed fit or proper by the Board without being required to seek any further consent or approval of the Company in General Meeting and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

**Resolved Further That** for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares and the utilization of the issue proceeds of the Shares for the Company's plans, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit.”

By Order of the Board  
**USG Tech Solutions Limited**

Sd/-

**G.S. Monga**

Company Secretary

Noida, 22nd August, 2012

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing the proxy in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for the commencement of the meeting.
3. The Explanatory Statements, pursuant to section 173(2) of the Companies Act, 1956, related to special business under item no. 5 to 8 annexed hereto.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.
5. Pursuant to section 154 of the Companies Act, 1956, the Registrar of the Members and the Share Transfer Books of the Company will remain closed from Saturday the 15th day of September, 2012 to Wednesday, the 19th day of September, 2012 (both days inclusive).
6. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
7. Members are requested to notify any change in their address, if any to the Registrar & Share Transfer Agent of the Company - M/s Bigshare Services Pvt. Limited, E-2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri, Mumbai (East) - 400 072 in respect of the Physical Shares and to the Depository Participant in respect of the shares held in Demat form.
8. The Copies of Memorandum and Article of Association of the Company, and all other documents referred in the Notice etc., shall be available for the inspection at the Registered Office of the Company on any working day between 11:00 Hrs to 14:00 Hrs up to the date of Annual General Meeting and also at the venue of Meeting.
9. In case of Joint holders attending the meeting, only such Joint holder who is higher in the order of names will be entitled to vote. Pursuant to provisions of Section 109A of the Companies Act, 1956 every member or Joint holder (s) may nominate in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the Joint holders.
10. Members are requested to notify their particulars including e-mail Id for updating the records in the performa enclosed with proxy/attendance slip.
11. Members are requested to fill in the attendance slip for attending the meeting and those who hold shares in dematerialised form to bring their client ID and depository participants ID number for identification for attendance at the meeting.
12. Members/Proxies are requested to bring their copy of Annual Report and Attendance Slips duly filled in and signed for attending the Meeting.
13. The Register of Contract, maintained under Section 301 of the Companies Act, 1956 will be available for inspection by the members at the registered office of the Company.
14. The Registers of Director's Shareholding maintained under Section 307 of the Companies Act, 1956 shall be available for inspection by the members at the AGM during the meeting.

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956****Item No. 5:**

Mr. Anil Kumar Gupta was co-opted on the Board of Directors of the Company as Additional Director w.e.f. 11th November, 2011 to hold office until the date of ensuing Annual General Meeting.

The Company has received notices in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Anil Kumar Gupta for the office of Director of the Company in the ensuing Annual General Meeting.

Mr. Anil Kumar Gupta is Post Graduate. He is having 31 years of experience in real estate and construction field.

The information required in terms of clause 49 of the Listing Agreement is annexed hereto.

The Board recommends the resolutions for adoption by Members by way of Ordinary Resolution.

None of the Directors except Mr. Anil Kumar Gupta, is concerned or interested in proposed resolution.

**Item No.6**

Mr. Umesh Sharma was co-opted on the Board of Directors of the Company as Additional Director w.e.f. 9th July, 2012 to hold office until the date of ensuing Annual General Meeting.

The Company has received notices in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Umesh Sharma for the office of Director of the Company in the ensuing Annual General Meeting.

Mr. Umesh Sharma with CAIIB qualification has vast experience of administration in banking operation. During the period of his service tenure he was associated with State Bank of India as Deputy Manager, SBI Cap Securities Limited as Deputy Manager.

The information required in terms of clause 49 of the Listing Agreement is annexed hereto.

The Board recommends the resolutions for adoption by Members by way of Ordinary Resolution.

None of the Directors except Mr. Umesh Sharma, is concerned or interested in proposed resolution.

**Item No.7**

Mr. Vickram Jaidka was co-opted on the Board of Directors of the Company as Additional Director w.e.f. 14th August, 2012 to hold office until the date of ensuing Annual General Meeting.

The Company has received notices in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Vickram Jaidka for the office of Director of the Company in the ensuing Annual General Meeting.

Mr. Vickram Jaidka is Bachelor of Engineering Mechanical with Honours. He is having 41 years of experience in various fields of engineering, mechanical, administration and Project management.

The information required in terms of clause 49 of the Listing Agreement is annexed hereto.

The Board recommends the resolutions for adoption by Members by way of Ordinary Resolution.

None of the Directors except Mr. Vickram Jaidka, is concerned or interested in proposed resolution.

**Item No.8**

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of equity shares. Your Board proposes to issue 70,49,200 equity shares to various non promoter at a price of Rs. 13/- per share.

Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 1956, and the aforesaid SEBI Regulations, the relevant disclosures/ details are given below:

**Instrument and Numbers:** The Company is proposing to issue upto 70,49,200 (seventy lacs forty nine thousand two hundred) Equity Shares of Rs. 10/- each of the Company to various non-promoters strategic investors as per the special resolution proposed in the notice.

**Relevant Date & Issue Price:** The relevant date for the purpose of determination of issue price of the equity shares is the date 30th day prior to the date on which the meeting of the general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956, to consider the proposed issue. In terms of explanation of Regulation 71 of the SEBI (ICDR) Regulations,

2009, where the relevant date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the relevant date. Since 20th August, 2012 was holiday and 19th August, 2012 and 18th August, 2012 are weekend; the Relevant Date for the purpose of the present preferential issue is Friday, 17th August, 2012.

As per Regulation 76(1) of the SEBI (ICDR) Regulations, 2009, a minimum issues price of the equity shares in preferential issues has to be calculated as follows:

- a) The average of weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date;
- or
- b) The average of weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date;

whichever is higher.

The shares of the Company are listed on the BSE Ltd. The valuation of Shares as per aforesaid guideline was below the issue price of Rs. 13/- per share. The issue price of the Equity Shares is fixed at Rs. 13/- per equity share, as per the Regulation 76 of the SEBI (ICDR) Regulations, 2009.

**Payment:** In terms of the provisions of Regulation 77 of the SEBI (ICDR) Regulations, 2009, 100% of the issue price of the equity shares shall be payable by the preferential allottees before the allotment of shares to them.

**Identity & Particulars of proposed allottee and pre & post issue holding of the proposed allottees:** Present preferential issue of Equity Shares is proposed to be made to the following persons belonging to non-promoter category. All the proposed allottees are having PAN.

The present subscribed and paid-up share capital of the Company is Rs. 30,50,08,000 divided into 3,05,00,800 equity shares of Rs. 10/- each. Apart from this, there are 54,50,000 warrants, pending for conversion into equal number of equity shares of the Company. Presuming conversion of all the warrants the subscribed & paid-up share capital of the Company will be 35,95,08,000 divided into 3,59,50,800 equity shares of Rs. 10/- each. Post conversion of warrants and the present preferential issue, the subscribed and paid-up share capital of the Company shall be Rs. 43,00,00,000 divided into 4,30,00,000 equity shares of Rs. 10/- each. The pre issue and post issue shareholding of the proposed allottees is shown in the table below:

S. No.	Name, Address & PAN	Category	Number of Equity Shares to be issued	Pre issue shareholding	%	Post issue shareholding (Assuming conversion of pending warrants)	%	Post issue shareholding (Assuming non conversion of pending warrants)	%
1	RIS Group Ltd. (A Company registered under Law of New Zealand Act) Minter Ellison Rudd Watts Lawyers, 125, The Terrace Wellington -6011, New Zealand. PAN: AAFCR9019L	Non-Promoter	40,00,000	Nil	Nil	40,00,000	9.30	40,00,000	10.65
2	Mr Pranav Gupta 110/I, BanarshiDass Estate Timarpur, Delhi 1100545 PAN: AFPPG1327J	Non-Promoter	30,49,200	Nil	Nil	30,49,200	7.09	30,49,200	8.12
	<b>Total</b>		<b>70,49,200</b>	<b>Nil</b>	<b>Nil</b>	<b>70,49,200</b>	<b>16.39</b>	<b>70,49,200</b>	<b>18.77</b>

Since there is no prior shareholding of any of the proposed allottees, holding of pre-preferential shareholding in demat form is not applicable.

None of the proposed allottee has sold any shares of the Company during the six months period prior to the relevant date.



There shall not be any change in control of the Company consequent to the proposed preferential issue of the equity shares.

**Lock-in Period:** The Equity Shares issued to non-promoters shall be subject to a lock-in period of one year from the date of allotment or such other period as may be prescribed in accordance with the SEBI regulations.

Since there is no pre-preferential shareholding of any of the proposed allottees, lock-in of pre-preferential shareholding is not applicable.

**Intention of promoters/directors/key management persons to subscribe:** No promoters/directors/key management persons intend to subscribe to the present preferential issue of Equity Shares.

**Pre-issue & Post-issue Shareholding Pattern of the Issuer Company:** Pre-issue and post issue shareholding pattern of the Issuer Company will be as below:

S. No.	Category	Pre-issue Existing		Post Issue (Assuming conversion of pending warrants)		Post Issue (Assuming non conversion of pending warrants)	
		Number of Shares	%	Number of Shares	%	Number of Shares	%
(A)	<b>Shareholding of Promoter and Promoter Group</b>						
1	<b>Indian</b>						
(a)	Individuals/ Hindu Undivided Family	2439582	8.00	2439582	5.67	2439582	6.50
(b)	Central Government/ State Government(s)	–	–	–	–	–	–
(c)	Bodies Corporate	–	–	–	–	–	–
(d)	Financial Institutions/ Banks	–	–	–	–	–	–
(e)	Any Other	–	–	–	–	–	–
	<b>Sub Total(A)(1)</b>	<b>2439582</b>	<b>8.00</b>	<b>2439582</b>	<b>5.67</b>	<b>2439582</b>	<b>6.50</b>
2	<b>Foreign</b>						
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	–	–	–	–	–	–
b	Bodies Corporate	–	–	–	–	–	–
c	Institutions	–	–	–	–	–	–
d	Any Other	–	–	–	–	–	–
(A)	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>2439582</b>	<b>8.00</b>	<b>2439582</b>	<b>5.67</b>	<b>2439582</b>	<b>6.50</b>
(B)	<b>Public shareholding</b>						
1	<b>Institutions</b>						
(a)	Mutual Funds/ UTI	354073	1.16	354073	0.82	354073	0.94
(b)	Financial Institutions / Banks	118919	0.39	118919	0.28	118919	0.32
(c)	Central Government/ State Government(s)	–	–	–	–	–	–
(d)	Venture Capital Funds	–	–	–	–	–	–
(e)	Insurance Companies	–	–	–	–	–	–
(f)	Foreign Institutional Investors	–	–	–	–	–	–
(g)	Foreign Venture Capital Investors	–	–	–	–	–	–
(h)	Any Other	–	–	–	–	–	–
	<b>Sub-Total (B)(1)</b>	<b>472992</b>	<b>1.55</b>	<b>472992</b>	<b>1.10</b>	<b>472992</b>	<b>1.26</b>



S. No.	Category	Pre-issue Existing		Post Issue (Assuming conversion of pending warrants)		Post Issue (Assuming non conversion of pending warrants)	
		Number of Shares	%	Number of Shares	%	Number of Shares	%
<b>B 2</b>	<b>Non-institutions</b>						
(a)	Bodies Corporate	2057057	6.74	6057057	14.09	6057057	16.13
(b)	Individuals						
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1328576	4.36	1328576	3.09	1328576	3.54
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	24113037	79.06	32612237	75.84	27162237	72.34
(c)	Any Other	89556	0.29	89556	0.21	89556	0.24
	<b>Sub-Total (B)(2)</b>	<b>27588226</b>	<b>90.45</b>	<b>40087426</b>	<b>93.23</b>	<b>34637426</b>	<b>92.24</b>
(B)	<b>Total Public Shareholding (B)= (B) (1)+(B)(2)</b>	<b>28061218</b>	<b>92.00</b>	<b>40560418</b>	<b>94.33</b>	<b>35110418</b>	<b>93.50</b>
	<b>TOTAL (A)+(B)</b>	<b>30500800</b>	<b>100</b>	<b>43000000</b>	<b>100</b>	<b>37550000</b>	<b>100</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	–	–	–	–	–	–
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>30500800</b>	<b>100</b>	<b>43000000</b>	<b>100</b>	<b>37550000</b>	<b>100</b>

**Objects and purpose of the Preferential Issue:** Funds raised through the present issue is proposed to be utilized to scale up the operations of the Company and for the same, the company shall be used for further capital expenditure, to meet the working capital requirements of the Company and other general corporate purposes.

**Proposed time of Allotment:** In terms of Regulation 74 of the SEBI (ICDR) Regulations, 2009, allotment of Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.

**Undertaking in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009**

Not applicable; Since the equity shares of the Company have been listed on a stock exchange for a period of six months or more as on the relevant date.

The Statutory Auditors of the Company has certified that the present preferential issue of equity shares on the above terms and conditions, is in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended up to date. The Auditors' Certificate shall be laid before the Annual General Meeting.

In terms of the provisions of the Companies Act, 1956, the consent of members by way of a special resolution is required. Your Directors recommend the resolution.

The Board recommends the resolution for adoption by the members.

None of the Directors of the Company may be deemed to be concerned or interested in the proposed resolution except to the extent of shares held by them or their relatives.

By Order of the Board  
**USG Tech Solutions Limited**

Sd/-

**G.S. Monga**

Company Secretary

Noida, 22nd August, 2012

### ANNEXURE TO NOTICE

**Information under clause 49 of the Listing Agreements for Directors seeking appointment under item no. 2,3,5,6,7 of the notice**

Particulars	Mr. Umesh Bhat	Mr. Satish Kumar Gupta	Mr. Anil Kumar Gupta	Mr. Umesh Sharma	Mr. Vickram Jaidka
Educational Qualification	B.Tech from IIT Kanpur and MBA from IIM Ahmedabad	Bachelor of Engineering	Post Graduate	CAIIB	Bachelor of Engineering Mechanical with Honours
Expedience & expertise in specific functional area	Experience in IT industry	Experience in field of Real Estate development, Construction, Project & Construction Management	31 year Experience in field of Real Estate Development & Construction.	Experience in Banking Operation.	41 years of experience in various fields of engineering, mechanical, administration and Project management
Name of Companies in which the person holds directorship	NIL	BhawnaRealtors Pvt. Ltd. USG Solutions Pvt. Ltd. USG Buildcon Pvt. Ltd. USG Infrastructure Pvt. Ltd. U.S.G Realtors Pvt. Ltd. YashBuildcon Pvt. Ltd. SKG Tradelink Pvt. Ltd. SVKL Properties Pvt. Ltd. LUV Real Estate Pvt. Ltd. Devam U S Realtors Pvt. Ltd. ONS Realtors Pvt. Ltd. USG Infratech Pvt. Ltd. IN-N-OUT Highway Motel Pvt. Ltd. S G Buildtech Pvt. Ltd. USG Estate Pvt. Ltd.	RAS Developments Pvt. Ltd. Sunniva Promoters Pvt. Ltd. Vatika Infrastructures Pvt. Ltd. RAS Buildwell Pvt. Ltd. RAS Infra Projects Pvt. Ltd. USG Promoters Pvt. Ltd. Zoomshot Entertainment Pvt. Ltd. Ras Center for Development	ADS Projects & Systems Pvt. Ltd.	Faire Brothers Export Import Private Limited
Name of Companies in which the person holds membership of Committee	NIL	NIL	NIL	NIL	NIL
Shareholding in the Company (Number & %	NIL	10,42,700 & 3.42%	NIL	NIL	NIL