



USG TECH SOLUTIONS LIMITED

23RD ANNUAL REPORT 2021-2022



CORPORATE INFORMATION

DIRECTORS

Mr. Servesh Gupta, Managing Director and Chairman

Ms. Ashima Gupta, Executive Director

Mr. Deepak Kumar Bansal, Independent Director

Ms. Nirmal Garg, Independent Director

CHIEF FINANCIAL OFFICER

Mr. Manish Kumar

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Jagpreet Kaur (Appointed on September 02, 2021)

Mrs. Sandhya Pandey (Cease to be CS w.e.f August 28, 2021)

REGISTERED OFFICE

H.NO:9/HIG-A&10/HIG, Vasista Bhavan,
4th Floor, APHB Colony, Indira Nagar,
Gachibowli, Hyderabad, Telangana 500032

CORPORATE OFFICE

10 C, Under Hills Road,
Civil Lines, Delhi 110054

STATUTORY AUDITORS

M/s MJRA & Associates
(Chartered Accountants)
Firm Registration. No.:013850N

SECRETARIAL AUDITOR

Ms. Preeti
P D U & Co.
(Practicing Company Secretary)
C.P. No.: 19984

INTERNAL AUDITOR

R.K Shah & Co.
(Chartered Accountants)

REGISTRAR & TRANSFER AGENT

M/s Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Maro Maroshi Road, Andheri East,
Mumbai 400059

BANKER

HDFC Bank, New Delhi
YES Bank, New Delhi
IDBI, New Delhi

Content

S NO.	PARTICULARS	Annexures	Page No.
1)	Notice of Annual General Meeting		4-15
2)	Board of Director's Report		17-32
3)	Secretarial Audit Report	I	33-35
4)	AOC 2	II	37
5)	Extract of Annual Return	III	38-44
6)	Secretarial Auditor Certificate regarding compliance of conditions of corporate governance	IV	45
7)	Management Discussion and Analysis Report	V	46-49
8)	Remuneration ratio of Directors/Key Managerial Personnel (KMP)/Employees	VI	50
9)	Nomination And Remuneration Policy	VII	51-52
10)	Certificate of Non-Disqualification of directors	VIII	53
11)	CEO/CFO Certification	IX	54
12)	CFO Certificate regarding declaration under Regulation 33(3)(D) read with regulation 34(2)(A) of SEBI (Listing Obligations and disclosures requirements) Regulations, 2015	X	55
13)	Auditor Report (Standalone & Consolidated)	XI	56-69
14)	Financial Statement (Standalone and Consolidated) including notes to accounts.		70-91
15)	Attendance Slip		92
16)	Proxy Form		93

USG TECH SOLUTIONS LIMITED
CIN: L72200TG1999PLC032129
Registered Office: H.NO:9/HIG-A&10/HIG, Vasista Bhavan, 4th Floor,
APHB Colony, Indira Nagar, Gachibowli Hyderabad, Telangana 500 032
Tell- 011-41315203, Website: www.usgtechsolutions.com

NOTICE OF AGM

Notice is hereby given that the 23rd Annual General Meeting of members of M/s USG Tech Solutions Limited will be held on Friday, 30th September, 2022 at 9:30 A.M. at Hotel Rainbow Towers, Shamshabad Airport Zone, Rajiv Gandhi International Airport, Police station, 1,8-27/2, International Airport Road Opposite, Shamshabad, Hyderabad, Telangana 501218. To transact the following business: -

ORDINARY BUSINESS

- 1. To Consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Reports of the Directors and Auditors thereon:**
- 2. To Re-appoint of Mrs. Ashima Gupta (DIN: 07795866) who retires by rotation at this meeting and being eligible, offers herself for re-appointment.**
- 3. To ratify the appointment of Statutory Auditors and to fix their remuneration.**

To Consider and **if thought fit, to Pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 142 and its related and applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014, (including any statutory modification thereof for time being in force), the remuneration of Rs. 60,000/- (Sixty Thousand Rupees Only) plus Goods and Service tax as applicable and reimbursement of out of pocket expenses, if any, for the financial year ending 31st March, 2023 as approved by the Board Directors of the Company and paid/to be paid to **M/s M J R A & Associates.** (FRN No. 013850N), Chartered Accountants, Delhi.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. APPROVAL FOR CHANGING THE SITUATION OF REGISTERED OFFICE OF THE COMPANY:

"RESOLVED THAT subject to the provisions of Section 12, 13 and Section 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any

statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the central government and such other approvals, permissions and sanction, as may be required from time to time, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Telangana to the "National Capital Territory (NCT) of Delhi" and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as the follows: II. **THE REGISTERED OFFICE OF THE COMPANY WILL BE SITUATED IN THE "NATIONAL CAPITAL TERRITORY (NCT) OF DELHI"**.

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from 9/HIG-A&10/HIG, Vasista Bhavan, 4th Floor, APHB Colony, Indira Nagar, Gachibowli, Hyderabad, Telangana 500032 to National Capital Territory of Delhi situated under the jurisdiction of Registrar of Companies, Delhi (For State of Delhi & Haryana).

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorized by the Board, be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

5. APPROVAL OF RELATED PARTY TRANSACTION

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (including any amendment or modification thereof) and applicable provisions of the Companies Act, 2013 read with relevant Rules thereto [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to such other approvals, sanctions as may be required from other authorities under any laws or regulations or guidelines and after such alterations and modifications as may be specified by such other authorities while according the approval or sanction, wherever applicable, approval of the members of the Company be and is hereby accorded to the Board of into ongoing related party contract/arrangements/transactions with M/s Retail Information Systems Pty Ltd a Foreign Wholly Owned subsidiary of the Company, relating to sale, purchase or supply of products, goods or materials or availing or rendering of services and leasing of property of any kind (movable or immovable) up to an amount 15 Crores (Fifteen crores only) for the financial year 2022-23 on such terms and conditions as may be decided by the Board."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring to the Members of the Company in order to give effect to this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respects”.

6. APPROVAL OF RELATED PARTY TRANSACTION

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 (including any amendment or modification thereof) and applicable provisions of the Companies Act, 2013 read with relevant Rules thereto [including any statutory modification(s) or re-enactment thereof, for the time being in force] and subject to such other approvals, sanctions as may be required from other authorities under any laws or regulations or guidelines and after such alterations and modifications as may be specified by such other authorities while according the approval or sanction, wherever applicable, approval of the members of the Company be and is hereby accorded to the Board of into ongoing related party contract/arrangements/transactions with M/s Niskarsh Properties Private Limited, a Wholly Owned subsidiary of the Company, relating to sale, purchase or supply of products, goods or materials or availing or rendering of services and leasing of property of any kind (movable or immovable) up to an amount 15 Crores (Fifteen Crore only) for the financial year 2022-23 on such terms and conditions as may be decided by the Board.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, matters, deeds and things as may be necessary, without further referring to the Members of the Company in order to give effect to this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respects.”

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

**Mr. Servesh Gupta
(Managing Director)**

DIN: 01451093

Date: 08.08.2022

Place: Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") with respect of Special Business set out in the Notice, is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will be closed on Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. The Notice of the AGM along with the Annual Report for is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents (RTA), M/s Big share Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. Members / Proxies should bring the Attendance slip duly filled in for attending the meeting along with their copy of the Annual Report.
11. In accordance with section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report for the

year ended March 31, 2022 has been sent to all the members whose email address (es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in terms of SEBI Circular No. CIR/CFD/DIL/7/2011 dated 5th October, 2011 the hard copies of Annual Report have been sent to all other members who have not registered their email address (es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest. Members holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of the Annual General Meeting and the Annual Report for will also be available on the Company's website www.usgtechsolutions.com for download by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

12. The route map showing directions to reach the venue of is given on Back Over.
13. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Corporate office of the Company.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA, M/s Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Maro Maroshi Road, Andheri East, Mumbai 400059
15. Non-Resident Indian members are requested to inform RTA/respective DP's, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
17. Members are eligible to cast vote only if they are holding shares as on record date i.e 23/09/2022 and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
18. Members of the Company who acquires shares after sending of Notice by the Company and hold shares as on the cut-off date i.e 23/09/2022, shall follow the same procedure for e-Voting as mentioned further herewith.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date only shall be entitled to avail the facility remote e-voting or voting at the AGM.

20. AN ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ELECTRONIC ANNUAL REPORT:

- i. In accordance with, the Circular No. 14 dated April 8, 2020 read with Circular No. 17 dated April 13, 2020, Circular No. 20 dated May 5, 2020 and General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 issued by MCA and Circular dated SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022 and on 15th January, 2021 reference no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 extended relaxations granted under circular dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements

(including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

ii. Members are requested to register their email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- ✓ **In the case of Shares held in physical mode:** The shareholder may please email to RTA at mukesh@bigshareonline.com
- ✓ **In the case of Shares held in Demat mode:** The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

21. The Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at www.usgtechsolutions.com, on the website of Stock Exchanges where shares of the Company are listed i.e. BSE Limited at www.bseindia.com

22. VOTING THROUGH ELECTRONIC MEANS FOR ANNUAL GENERAL MEETING

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- A. The Board of Directors has appointed Practicing Company Secretary Ms. Preeti, M/s PDU & Company, Scrutinizer.
- B. The Scrutinizer shall within a period of 48 hours from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the company and make a report of votes cast in favor or against, if any, forthwith to the chairman of the company.
- C. Members are requested to carefully read the instructions for e-voting before casting their vote.
- D. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall be available for e-voting.

Commencement of e-voting	27/09/2022 at 09.00 a.m.
End of e-voting	29/09/2022 at 5.00 p.m.

- E. The book closure date (i.e. the record date) for the purpose of e-voting is 23/09/2022, in compliance of Section 108 of the Companies Act, 2013.
- F. The Result shall be declared within 48 hours from the conclusion of AGM. The result declared along with Scrutinizer Report shall be placed on the company's website and on CDSL Website.